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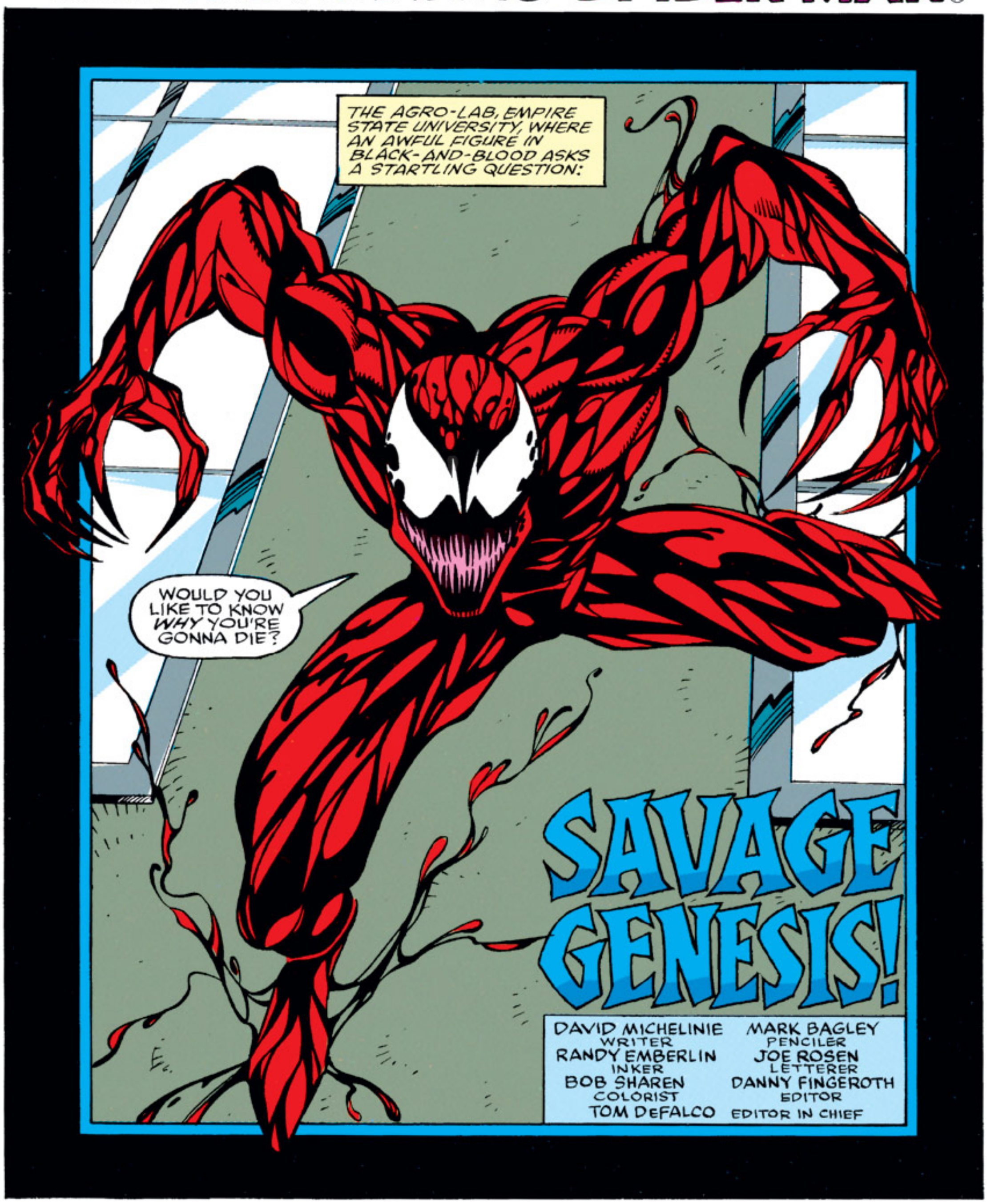
BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



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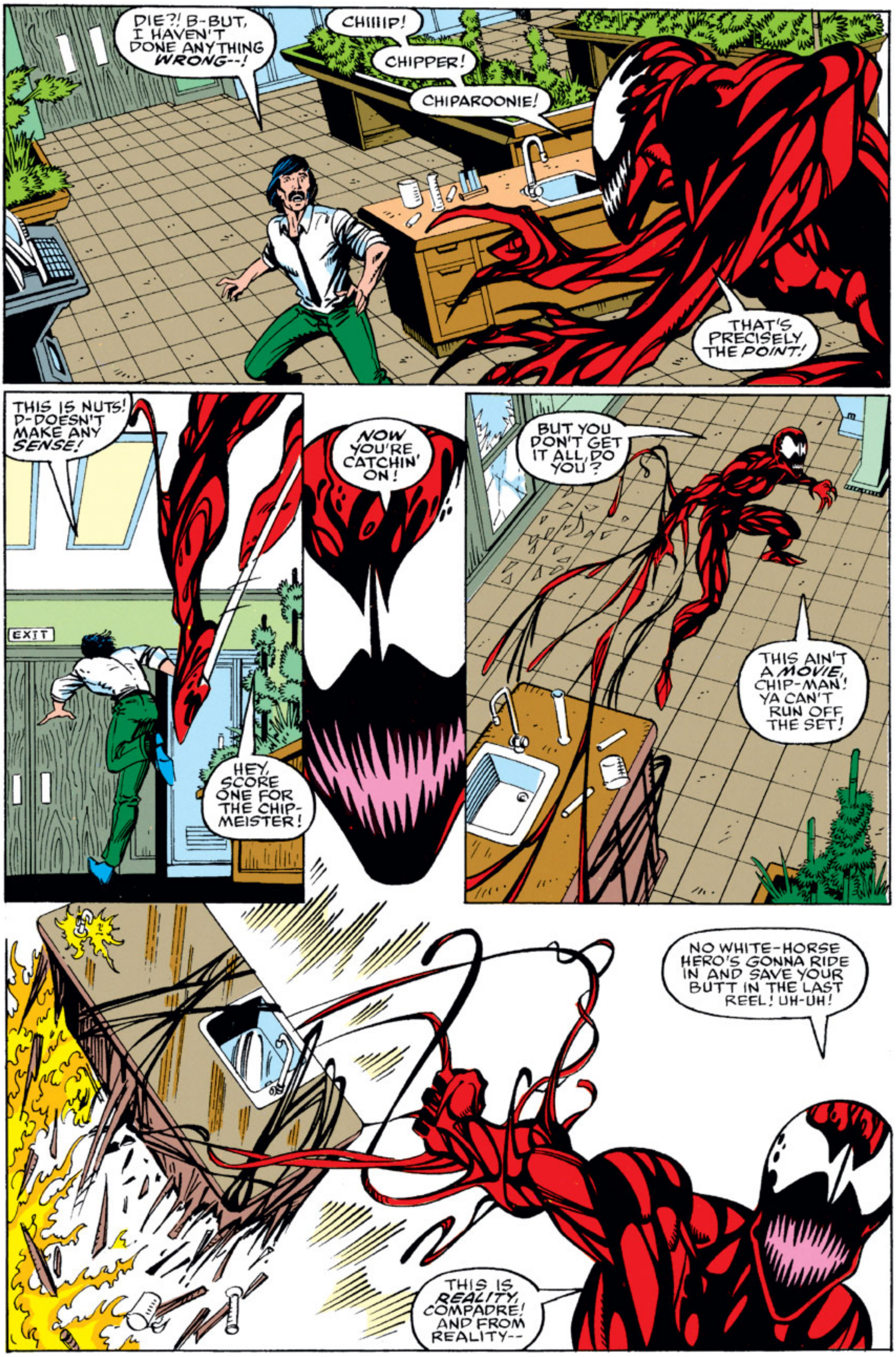
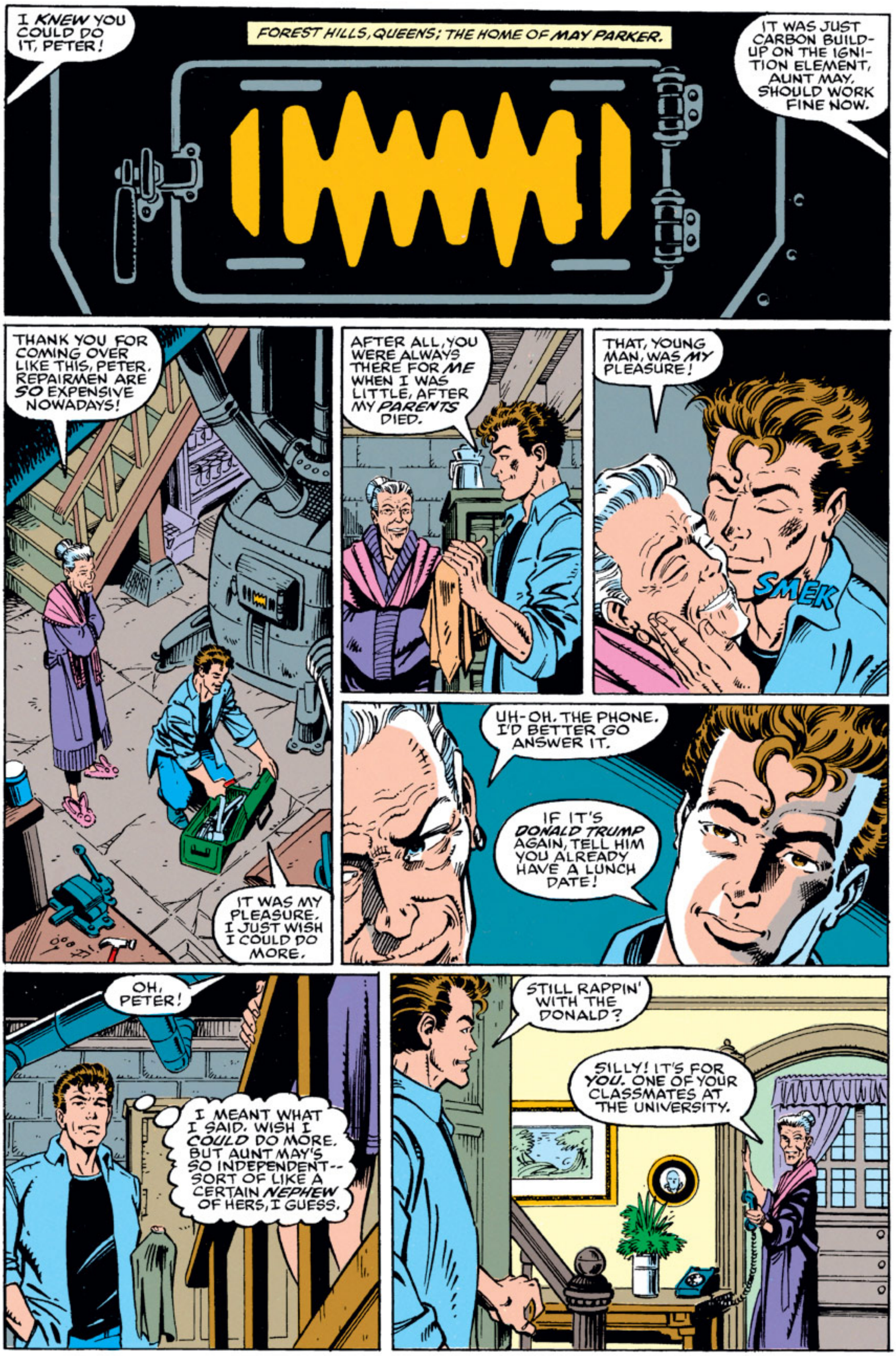
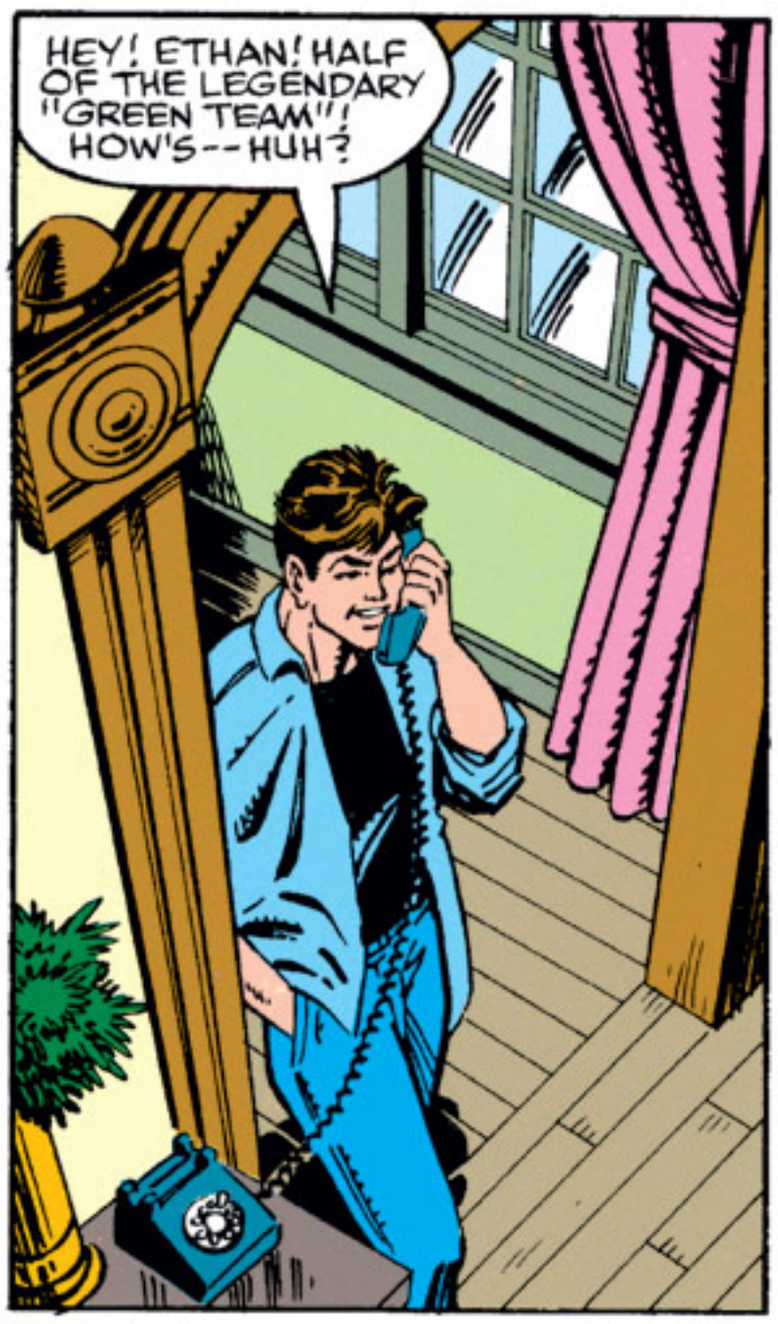

DIE?! B-BUT, I HAVEN'T DONE ANYTHING WRONG--!
CHIIIIP!
CHIPPER!
CHIPAROONIE!
THAT'S PRECISELY THE POINT!
THIS IS NUTS! D-DOESN'T MAKE ANY SENSE!
EXIT
HEY, SCORE ONE FOR THE CHIP-MEISTER!
NOW YOU'RE CATCHIN' ON!
BUT YOU DON'T GET IT ALL, DO YOU?
THIS AIN'T A MOVIE, CHIP-MAN! YA CAN'T RUN OFF THE SET!
NO WHITE-HORSE HERO'S GONNA RIDE IN AND SAVE YOUR BUTT IN THE LAST REEL! UH-UH!
THIS IS REALITY, COMPADRE! AND FROM REALITY--

--THERE AIN'T NO ESCAPE!
KACHASH
B-BUT, WHY? FOR THE LOVE OF GOD, WHY?!?
"WHY"? 'CAUSE LAW'S AN ILLUSION, CHIP-O!
AN' ORDER'S NOTHIN' BUT A TV FANTASY!
WHY AM I KILLIN' YOU, CAP'N CHIPS? THAT'S EASY.
I'M KILLIN' YOU...
THUK
THUK
...'CAUSE I CAN!

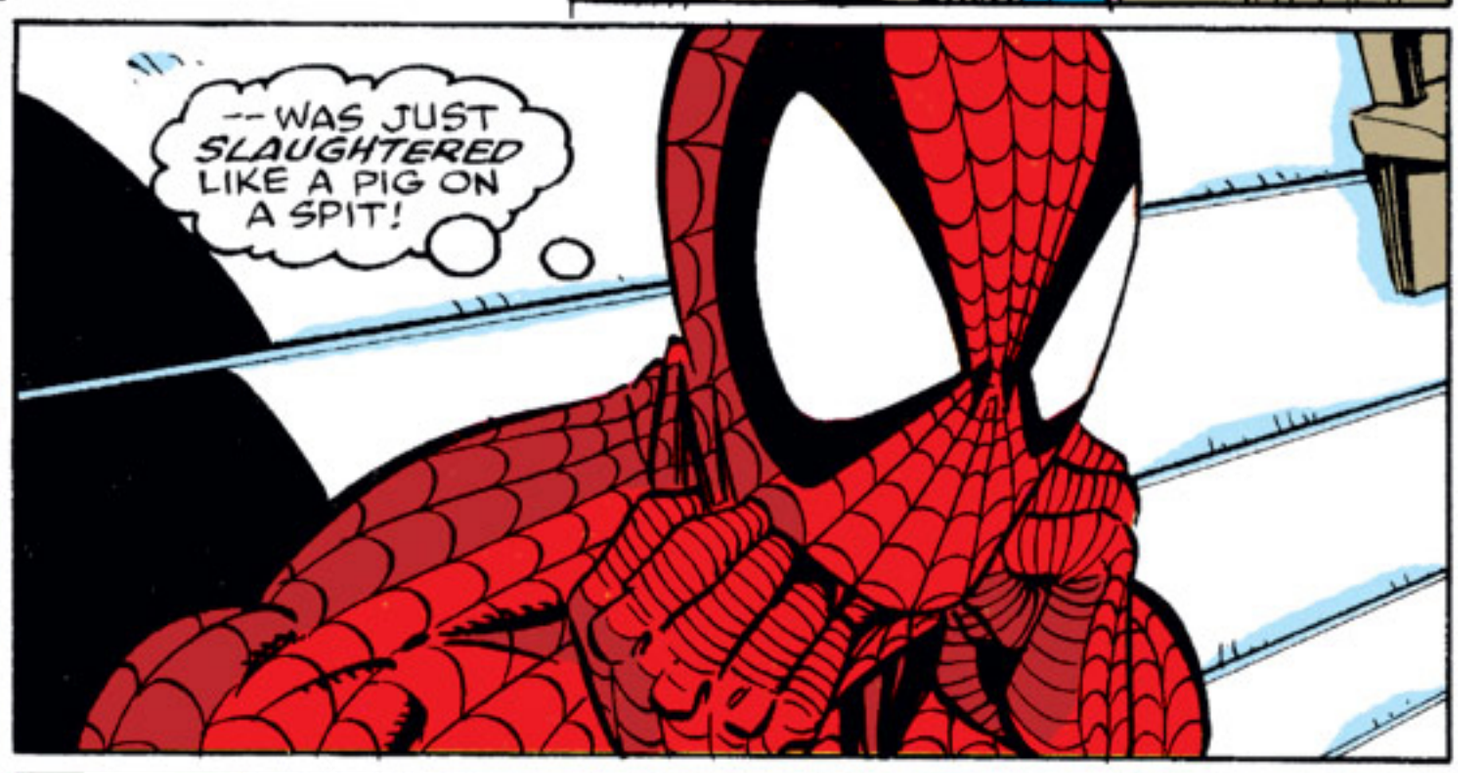

I KNEW YOU COULD DO IT, PETER!
FOREST HILLS, QUEENS; THE HOME OF MAY PARKER.
IT WAS JUST CARBON BUILD-UP ON THE IGNITION ELEMENT, AUNT MAY. SHOULD WORK FINE NOW.
THANK YOU FOR COMING OVER LIKE THIS, PETER. REPAIRMEN ARE SO EXPENSIVE NOWADAYS!
IT WAS MY PLEASURE. I JUST WISH I COULD DO MORE.
AFTER ALL, YOU WERE ALWAYS THERE FOR ME WHEN I WAS LITTLE, AFTER MY PARENTS DIED.
THAT, YOUNG MAN, WAS MY PLEASURE!
SMEK
UH-OH. THE PHONE. I'D BETTER GO ANSWER IT.
IF IT'S DONALD TRUMP AGAIN, TELL HIM YOU ALREADY HAVE A LUNCH DATE!
OH, PETER!
I MEANT WHAT I SAID. WISH I COULD DO MORE. BUT AUNT MAY'S SO INDEPENDENT-- SORT OF LIKE A CERTAIN NEPHEW OF HERS, I GUESS.
STILL RAPPIN' WITH THE DONALD?
SILLY! IT'S FOR YOU. ONE OF YOUR CLASSMATES AT THE UNIVERSITY.

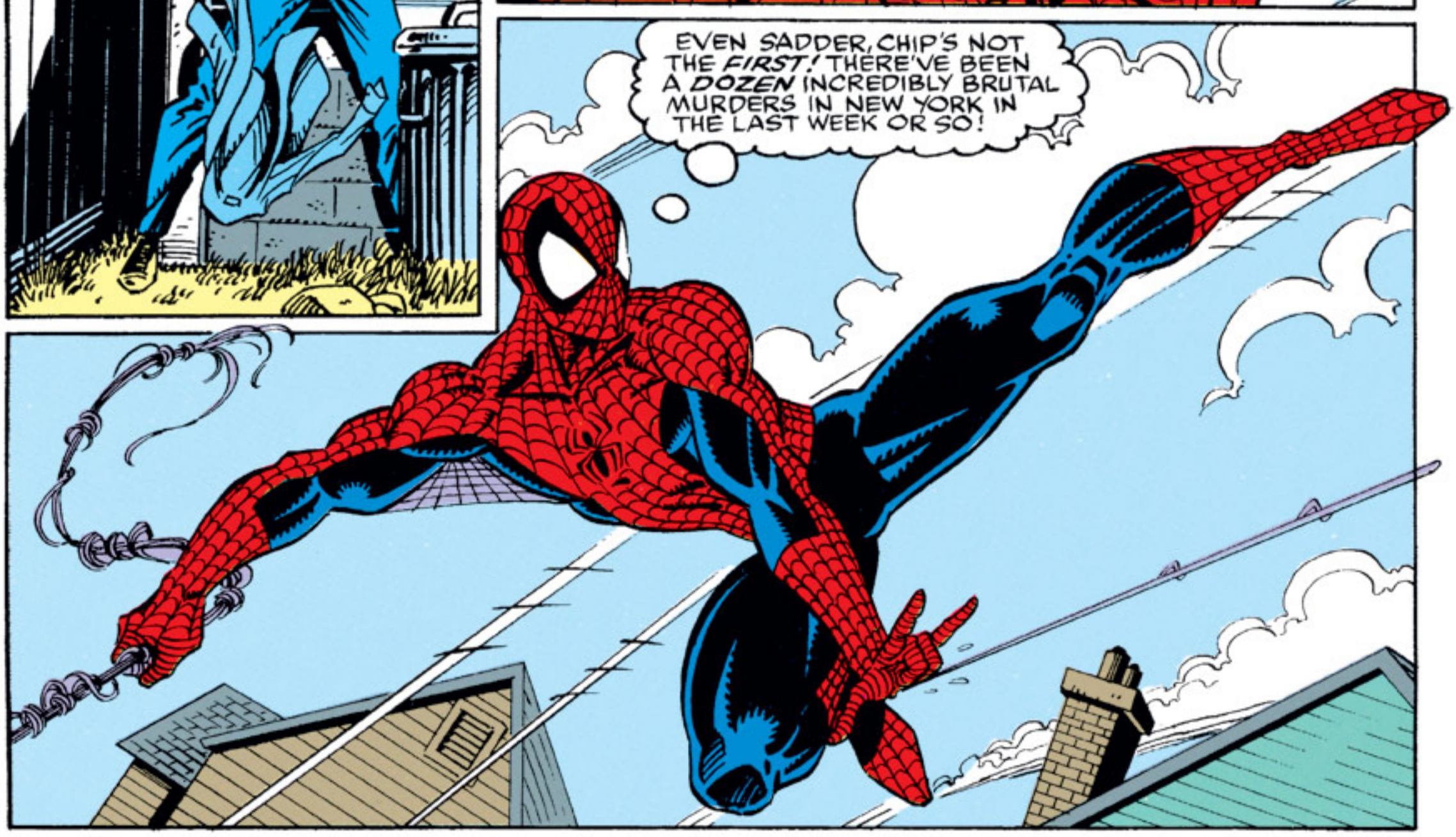

HEY! ETHAN! HALF OF THE LEGENDARY "GREEN TEAM"! HOW'S--HUH?

CHIP?! B-BUT--?
AW, GEEZ!
YEAH. TH-THANKS FOR TELLING ME. I'M...REALLY SORRY.

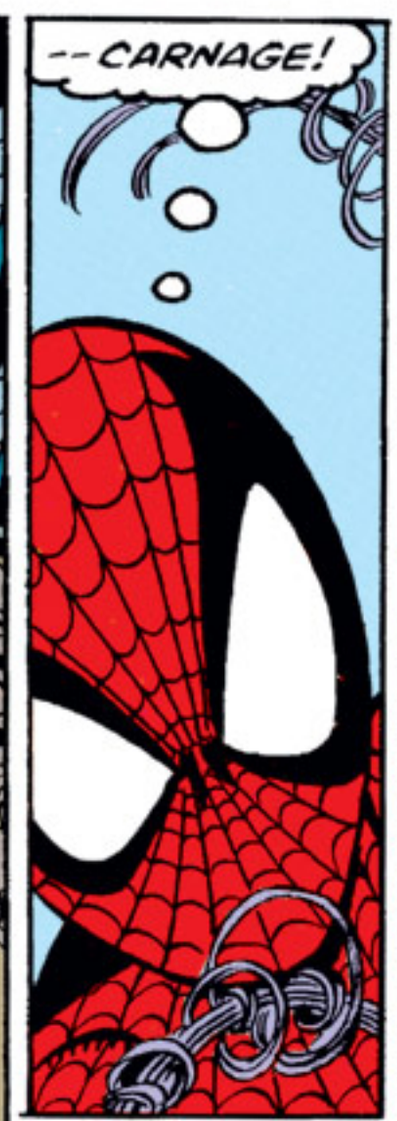
I...I HAVE TO GO, AUNT MAY. SOMEONE I KNOW'S BEEN HURT.
A, UM LAB ACCIDENT!

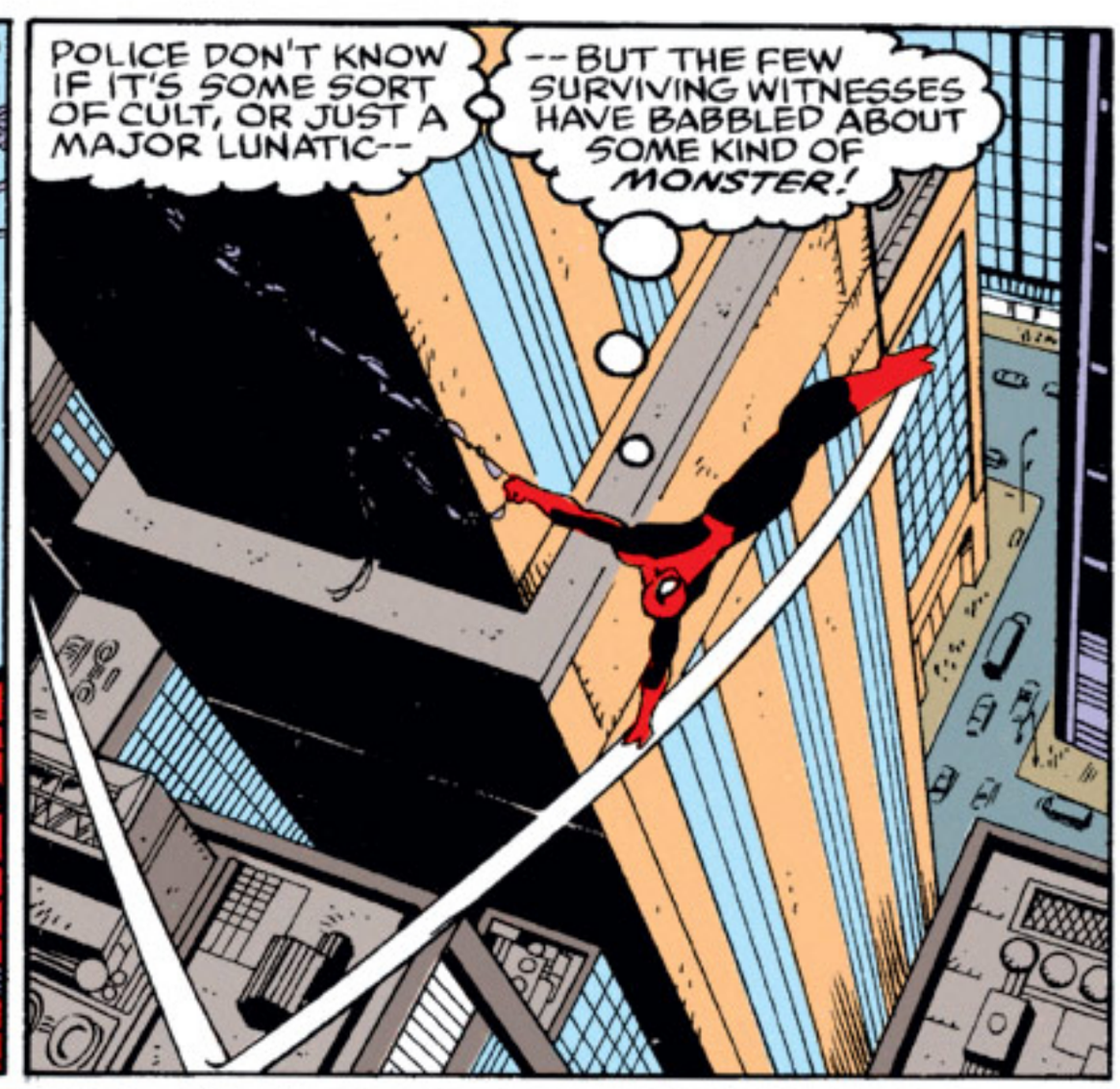
SOON, OUTSIDE...
SHE'LL HEAR THE TRUTH ON TV. BUT HOW COULD I TELL HER THAT ONE OF MY FRIENDS, SOMEONE I SEE EVERY DAY AT E.S.U.--

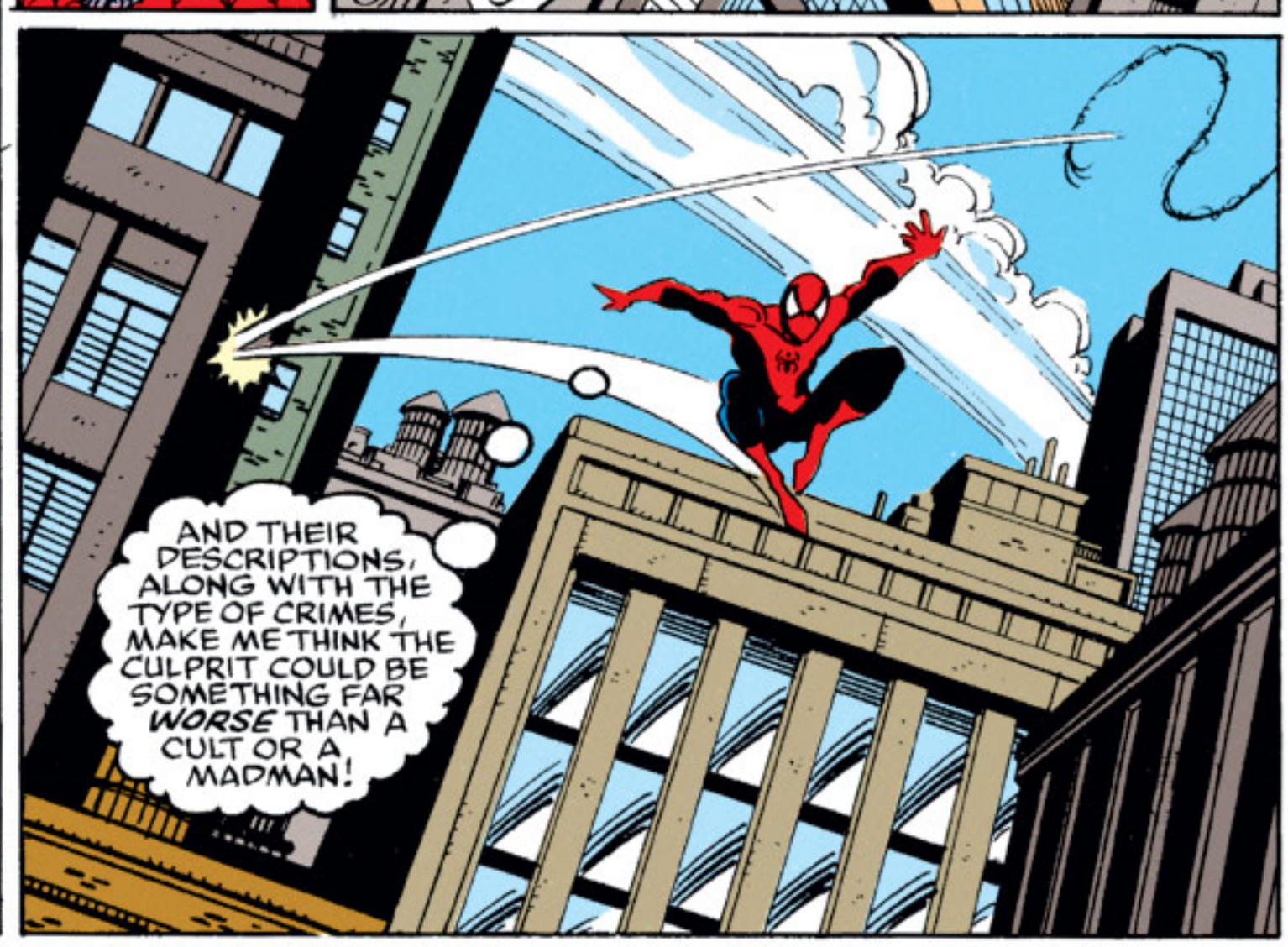

--WAS JUST SLAUGHTERED LIKE A PIG ON A SPIT!


EVEN SADDER, CHIP'S NOT THE FIRST! THERE'VE BEEN A DOZEN INCREDIBLY BRUTAL MURDERS IN NEW YORK IN THE LAST WEEK OR SO!

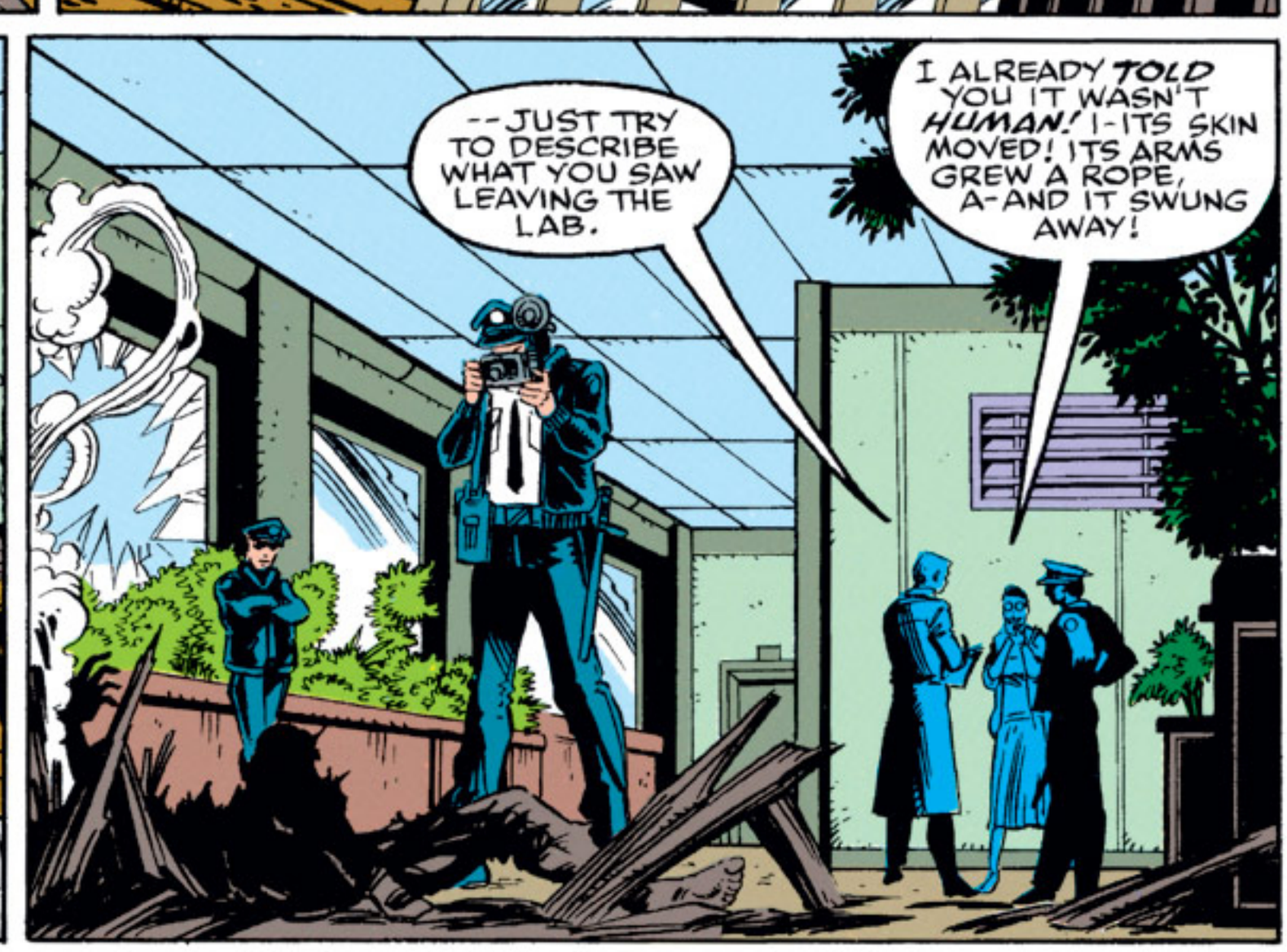
SPINES TORN FROM BODIES, HEADS SPUN 360°, LIMBS RE-ARRANGED!
AND AT THE SITE OF EACH ATROCITY, A MESSAGE WRITTEN IN BLOOD SIGNED BY SOMEONE CALLED--

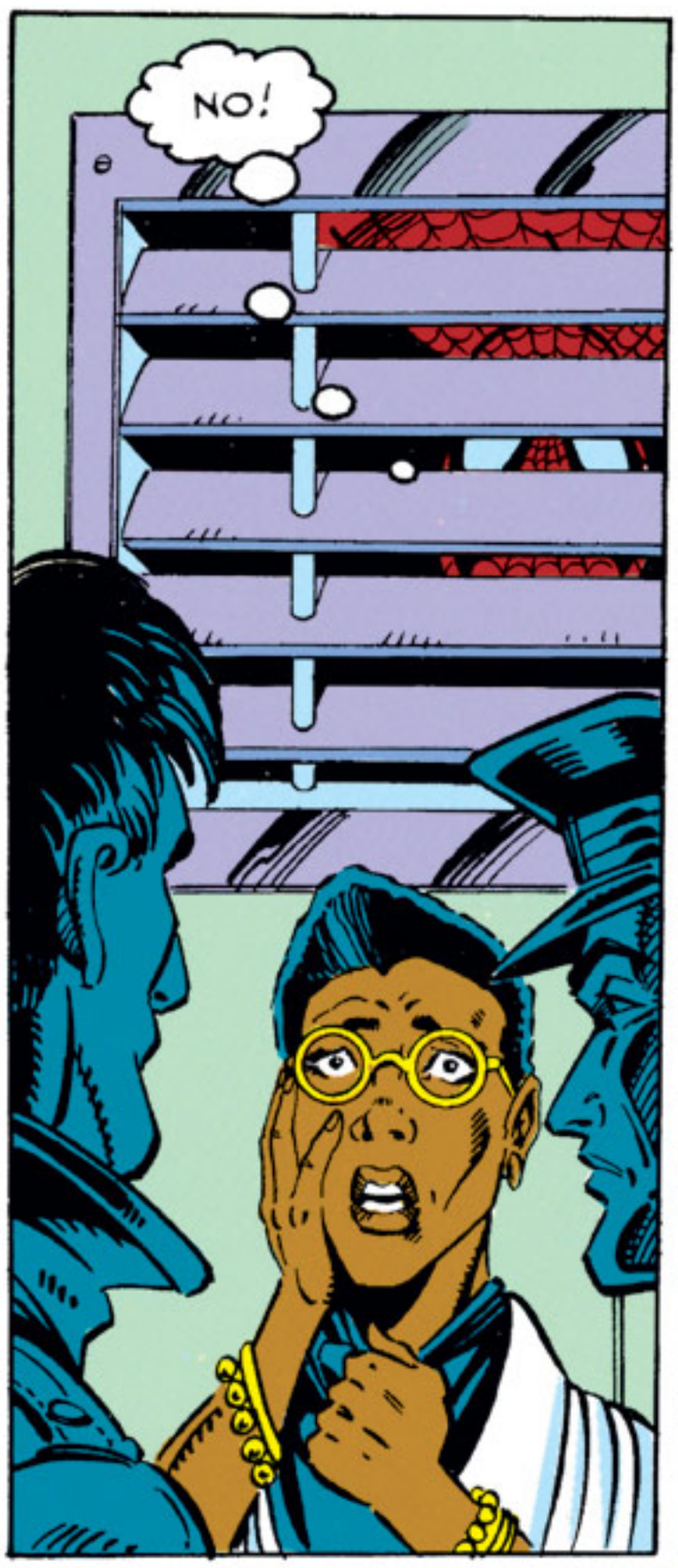

--CARNAGE!

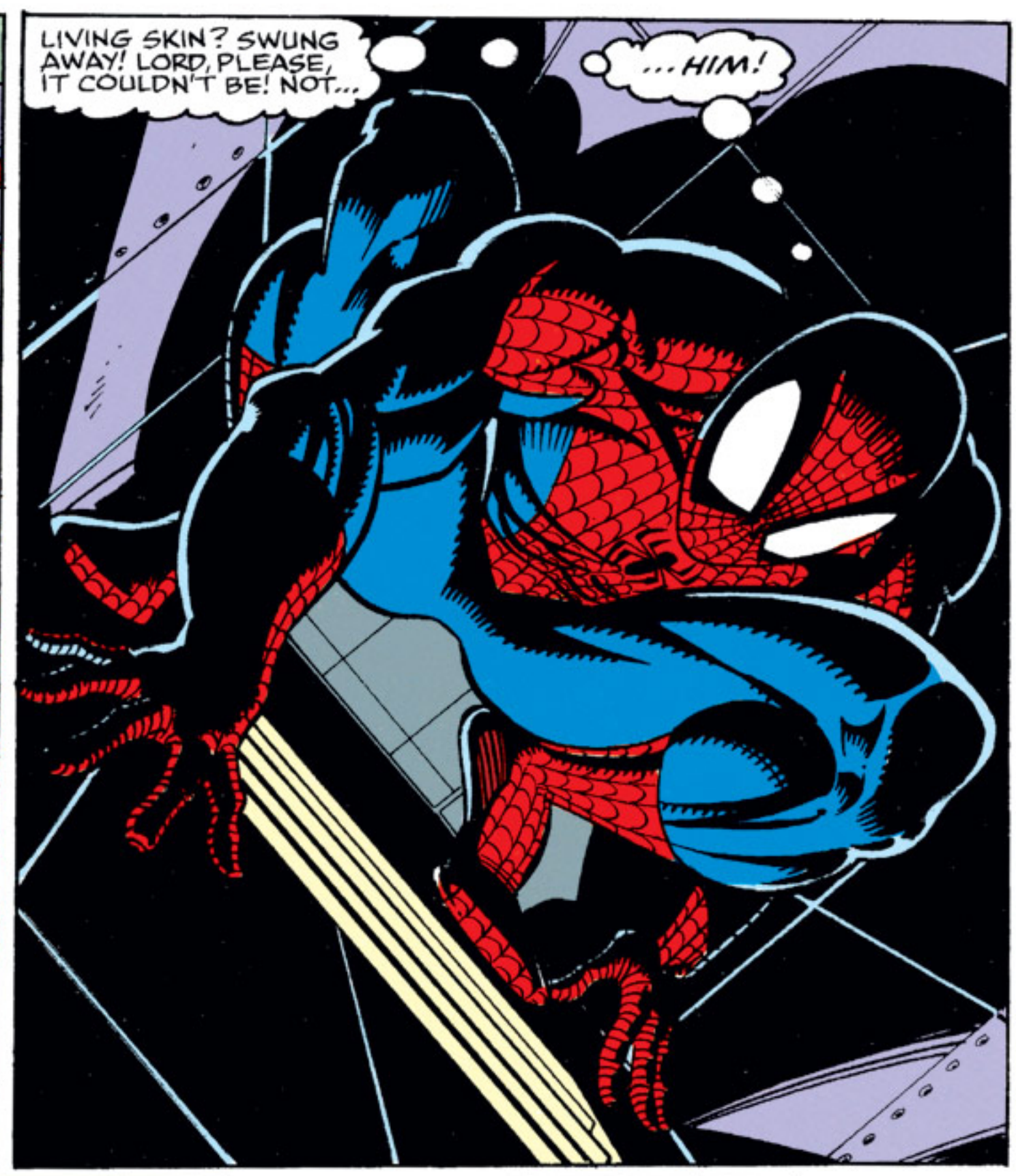

POLICE DON'T KNOW IF IT'S SOME SORT OF CULT, OR JUST A MAJOR LUNATIC--
--BUT THE FEW SURVIVING WITNESSES HAVE BABBLED ABOUT SOME KIND OF MONSTER!

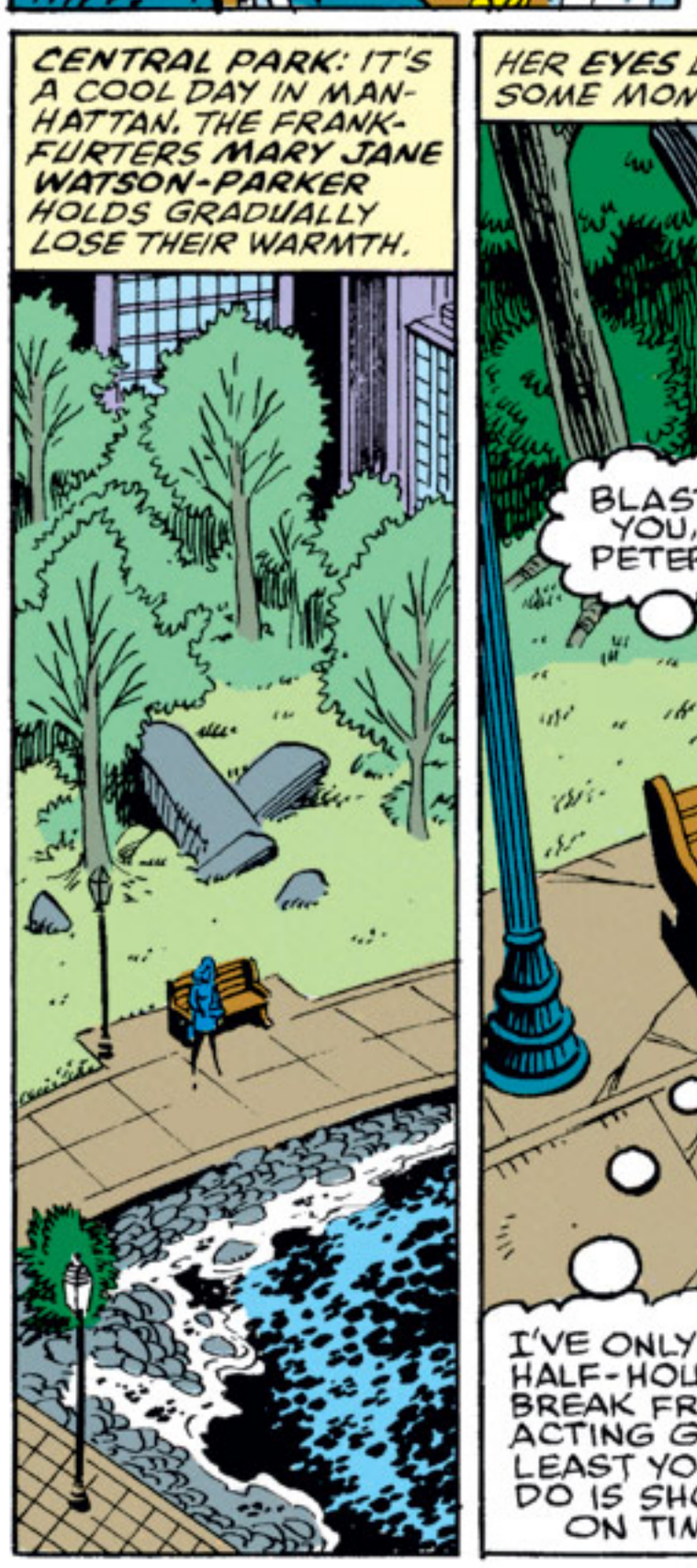

AND THEIR DESCRIPTIONS, ALONG WITH THE TYPE OF CRIMES, MAKE ME THINK THE CULPRIT COULD BE SOMETHING FAR WORSE THAN A CULT OR A MADMAN!

IT COULD BE SOMEONE I KNOW!
EASY, PROFESSOR EVERT--


--JUST TRY TO DESCRIBE WHAT YOU SAW LEAVING THE LAB.
I ALREADY TOLD YOU IT WASN'T HUMAN! I-ITS SKIN MOVED! ITS ARMS GREW A ROPE, A-AND IT SWUNG AWAY!


NO!


LIVING SKIN? SWUNG AWAY! LORD, PLEASE, IT COULDN'T BE! NOT...
...HIM!


CENTRAL PARK: IT'S A COOL DAY IN MANHATTAN. THE FRANKFURTERS MARY JANE WATSON-PARKER HOLDS GRADUALLY LOSE THEIR WARMTH.

HER EYES LOST THEIRS SOME MOMENTS AGO...
BLAST YOU, PETER!
I'VE ONLY GOT A HALF-HOUR LUNCH BREAK FROM MY ACTING GIG! THE LEAST YOU COULD DO IS SHOW UP ON TIME!

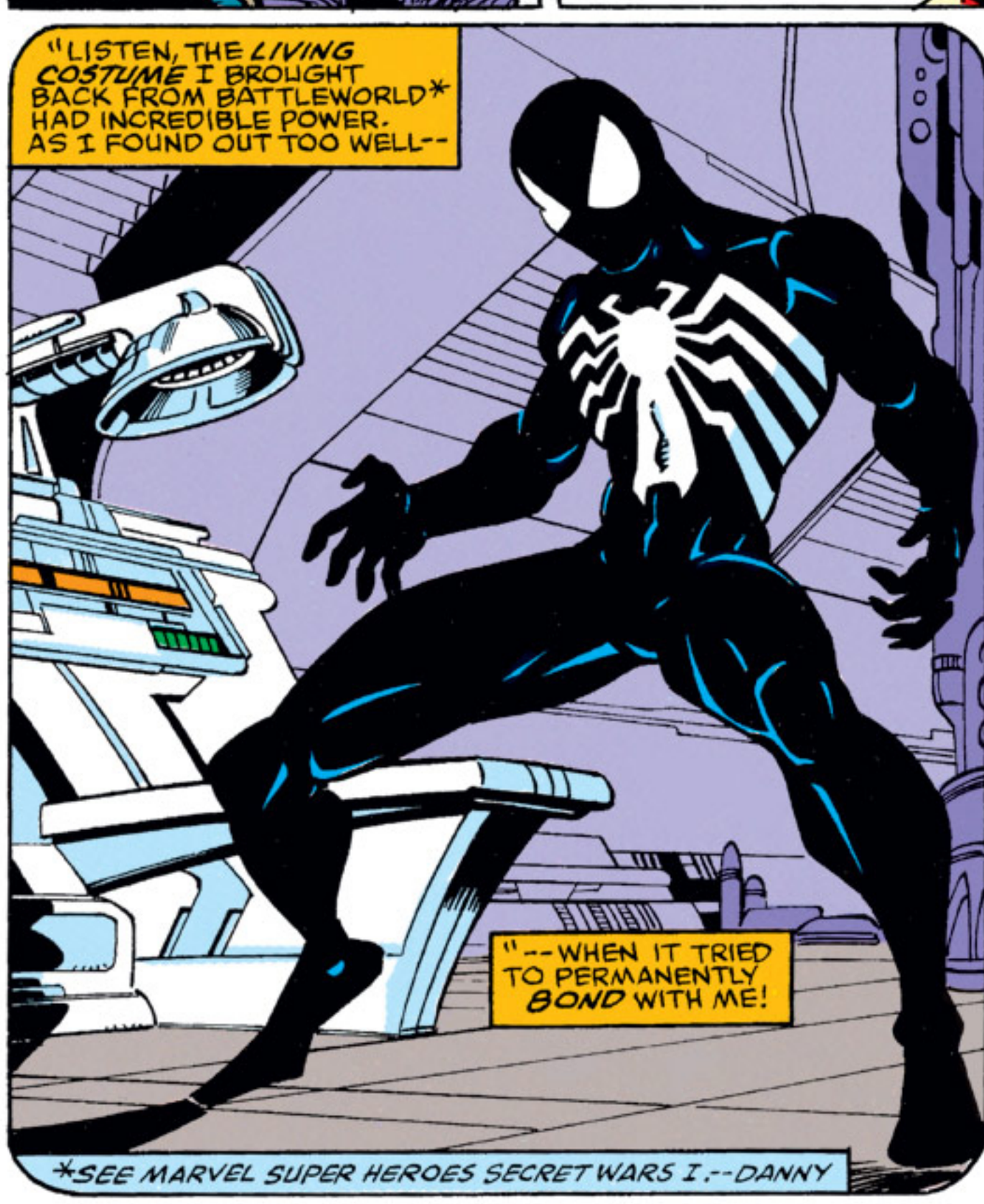
I'M BEGINNING TO THINK WE SAW MORE OF EACH OTHER BEFORE WE WERE MARRIED!
HI!

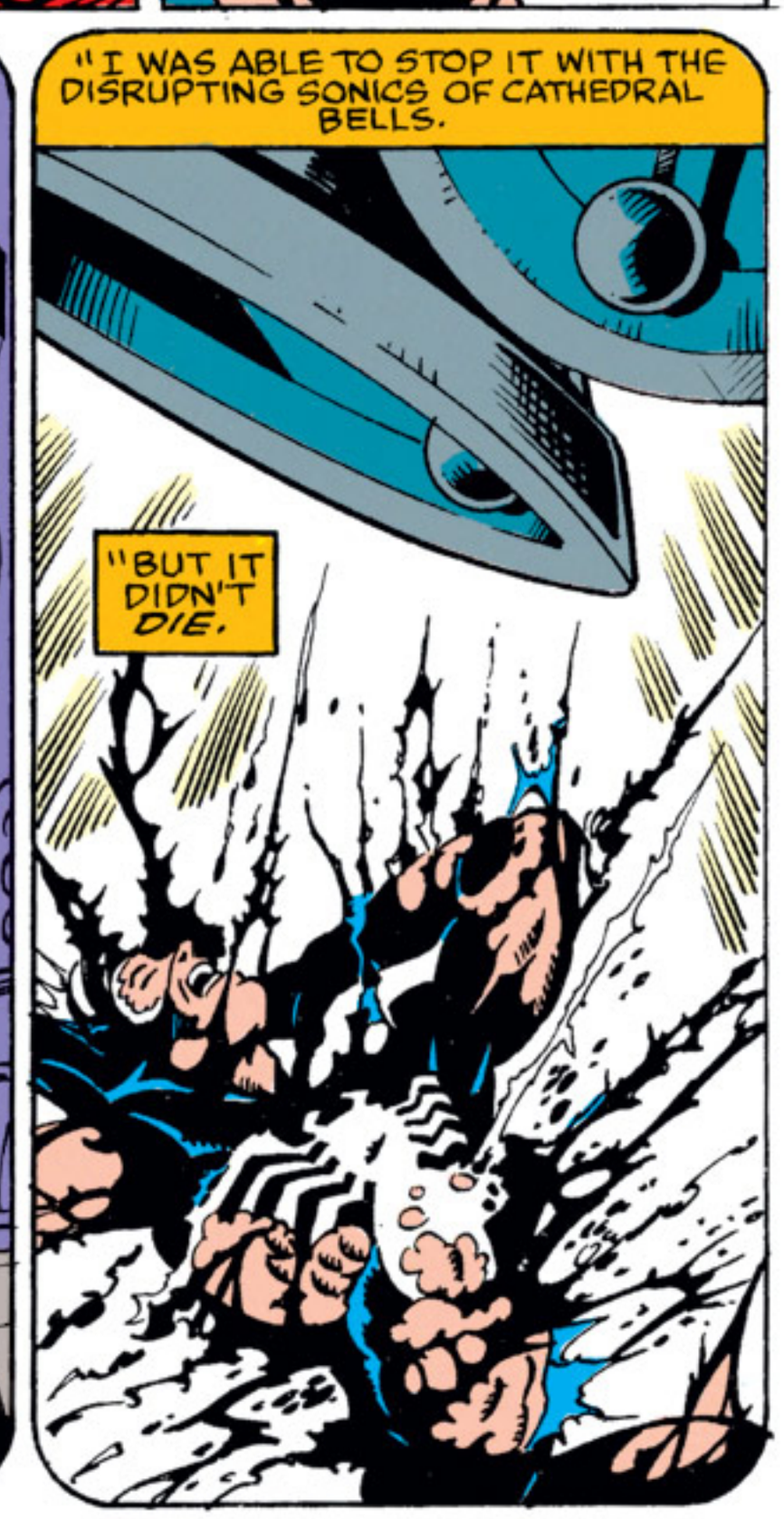
SORRY I'M LATE! HAD TO STOP IN A TREE TO CHANGE INTO MY CIVVIES!
MAYBE YOU SHOULD'VE STAYED THERE!

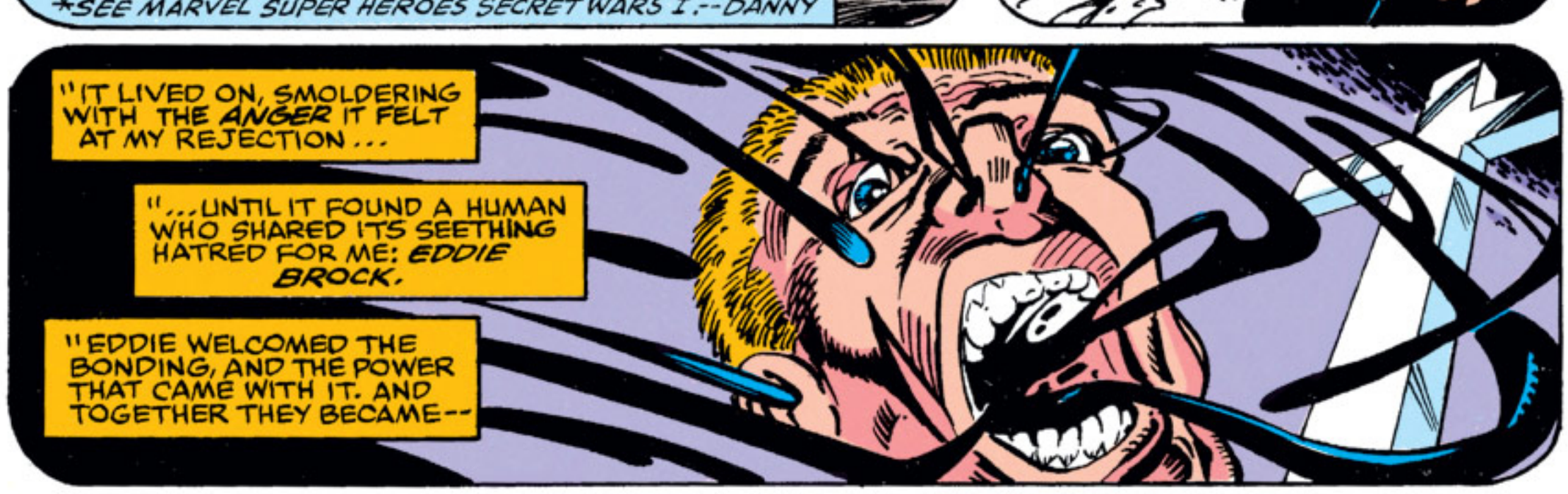
WE NEED TO TALK!
OH, OKAY, YOU FIRST.
HOT DOG

CHIP'S DEAD.
THAT'S NO EXCUSE FOR-- WHAT?!
AND I'M WORRIED THAT THESE SERIAL KILLINGS MAY BE PARTLY MY FAULT!

I DON'T KNOW HOW, BUT I THINK THE MURDERS MAY HAVE BEEN COMMITTED BY--
--VENOM!

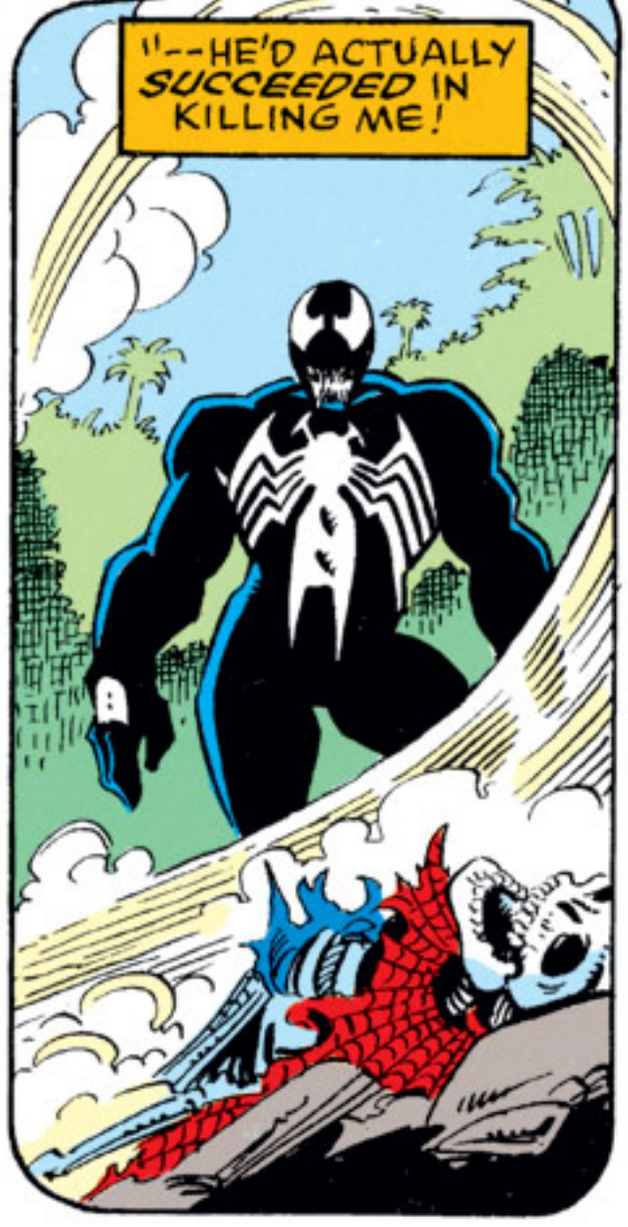

"LISTEN, THE LIVING COSTUME I BROUGHT BACK FROM BATTLEWORLD* HAD INCREDIBLE POWER. AS I FOUND OUT TOO WELL--
"--WHEN IT TRIED TO PERMANENTLY BOND WITH ME!
*SEE MARVEL SUPER HEROES SECRET WARS I.--DANNY

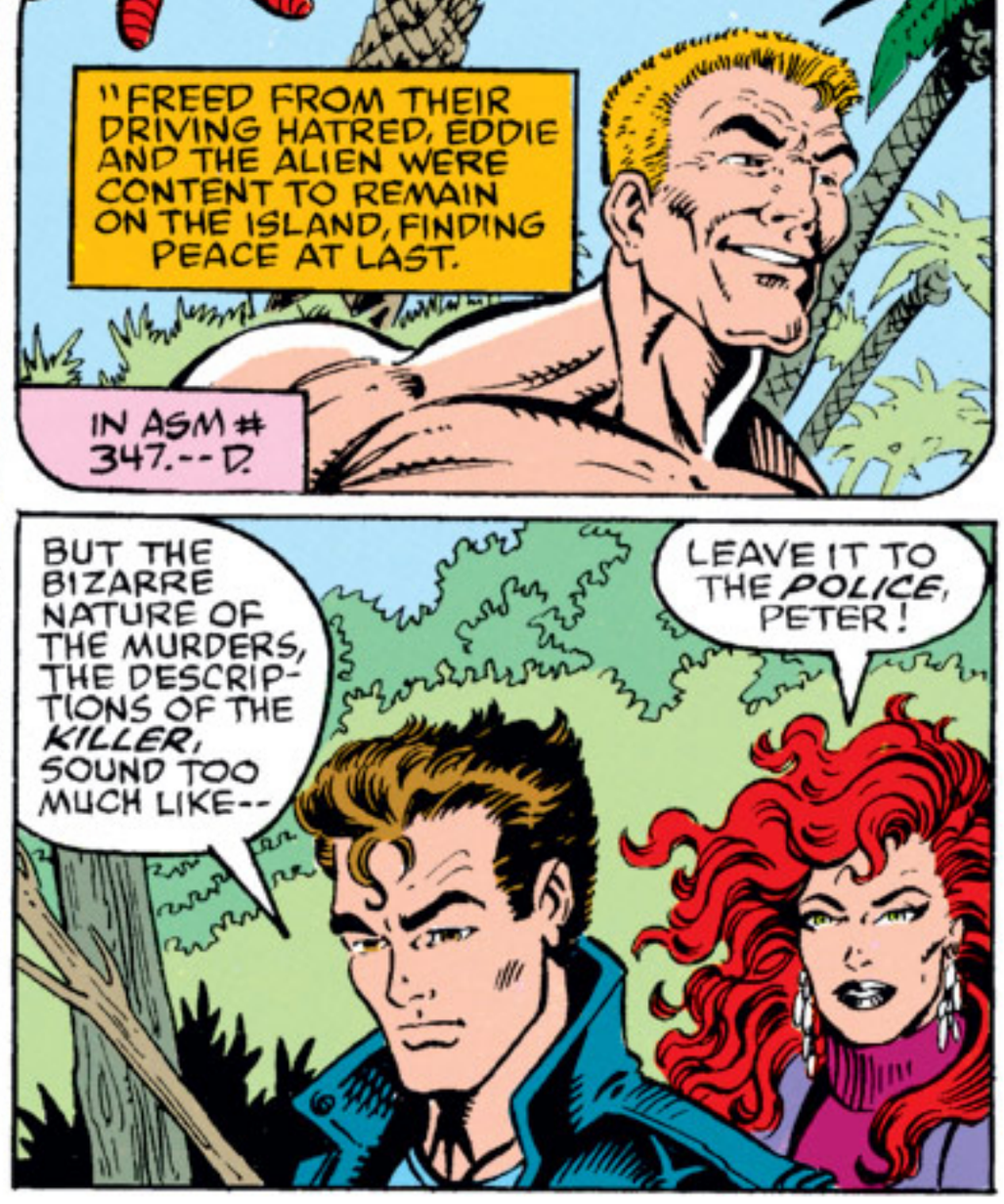

"I WAS ABLE TO STOP IT WITH THE DISRUPTING SONICS OF CATHEDRAL BELLS.
"BUT IT DIDN'T DIE.


"IT LIVED ON, SMOLDERING WITH THE ANGER IT FELT AT MY REJECTION...
"...UNTIL IT FOUND A HUMAN WHO SHARED ITS SEETHING HATRED FOR ME: EDDIE BROCK.
"EDDIE WELCOMED THE BONDING, AND THE POWER THAT CAME WITH IT. AND TOGETHER THEY BECAME--

"--VENOM, THE DEADLIEST FOE SPIDER-MAN HAS EVER FACED! A FIEND WHOSE SOLE MOTIVATION, WHOSE ONLY GOAL IN LIFE--

"--IS MY DEATH!

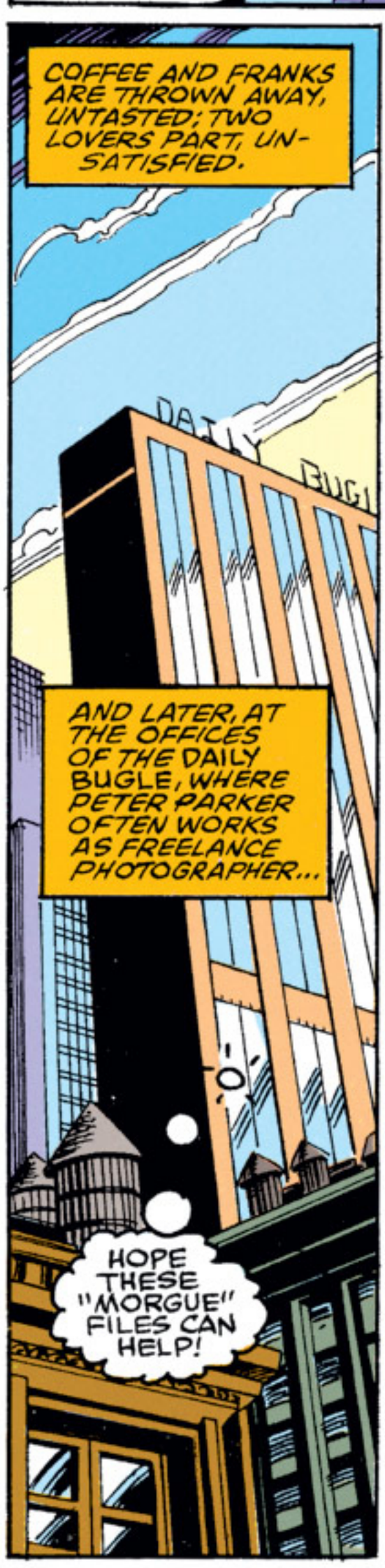




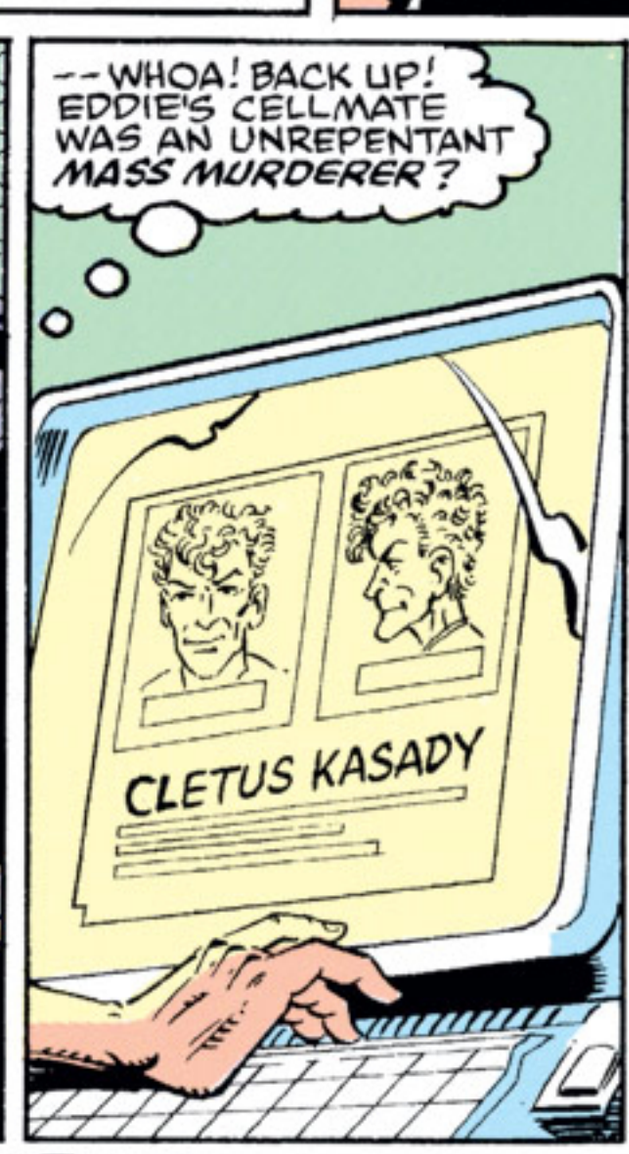
OR THE AVENGERS! OR THE FANTASTIC FOUR! DON'T LET THAT MANIAC KILL YOU FOR REAL!
BUT, MJ, IF IT IS VENOM, I'M PARTLY TO BLAME! I BROUGHT THE SYMBIOTE TO EARTH IN THE FIRST PLACE!

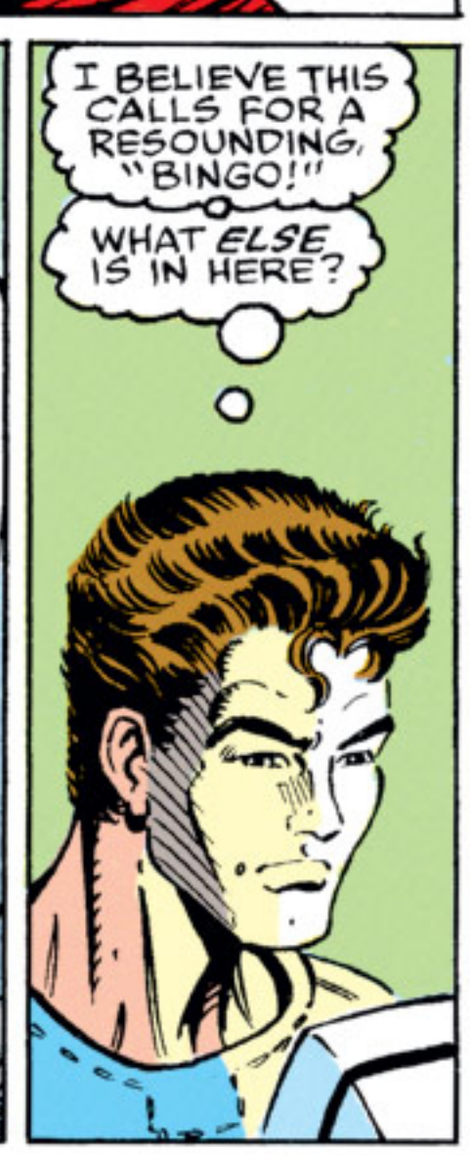
I LET HIM STAY ON THAT ISLAND.
C'MON, SWEETHEART, YOU KNEW WHAT YOU WERE BUYING INTO WHEN WE GOT MARRIED!

YEAH. FOR BETTER OR WORSE...
...TILL DEATH DO US PART.

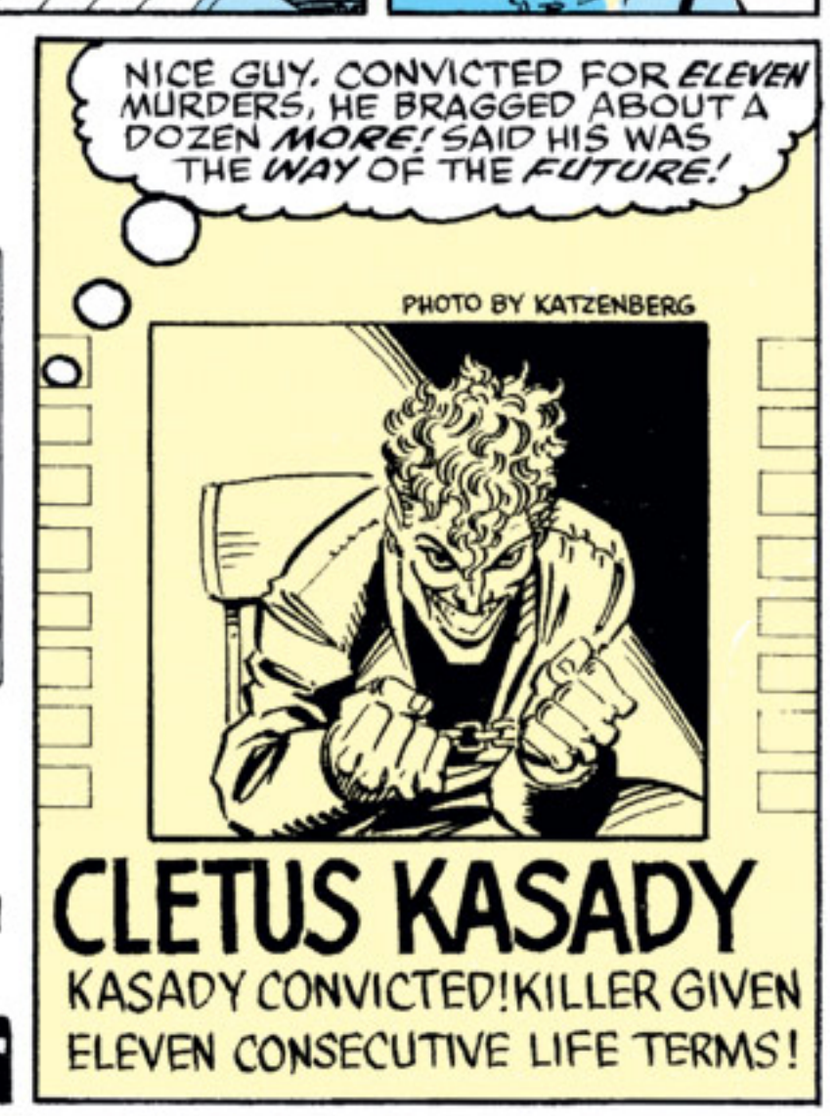

COFFEE AND FRANKS ARE THROWN AWAY, UNTASTED; TWO LOVERS PART, UNSATISFIED.
DAILY BUGLE
AND LATER, AT THE OFFICES OF THE DAILY BUGLE, WHERE PETER PARKER OFTEN WORKS AS FREELANCE PHOTOGRAPHER...
HOPE THESE "MORGUE" FILES CAN HELP!

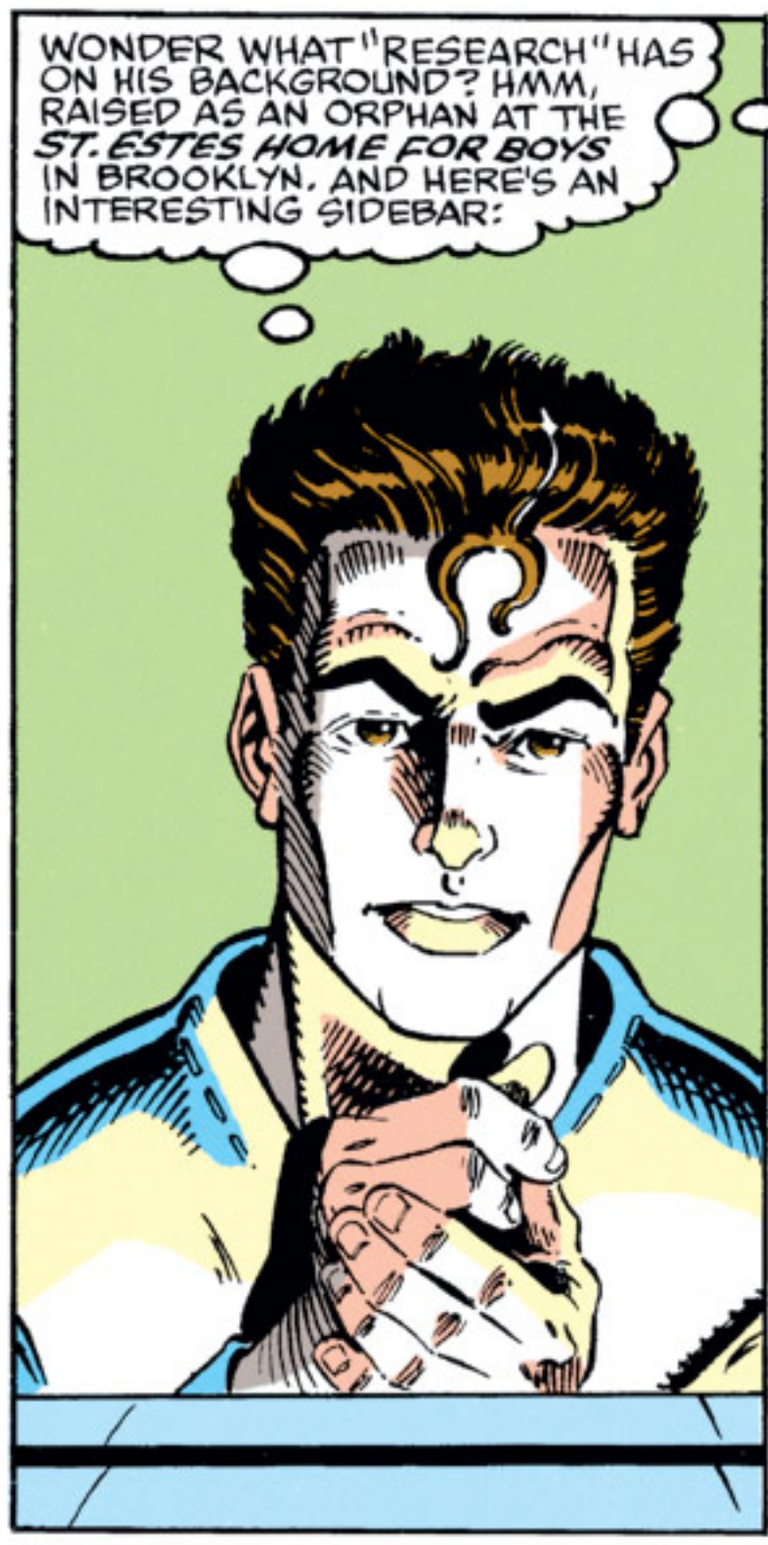
MAYBE BY RETRACING VENOM'S ACTIVITIES SINCE BROCK BROKE OUT OF PRISON, I CAN FIND SOME CLUE ABOUT--

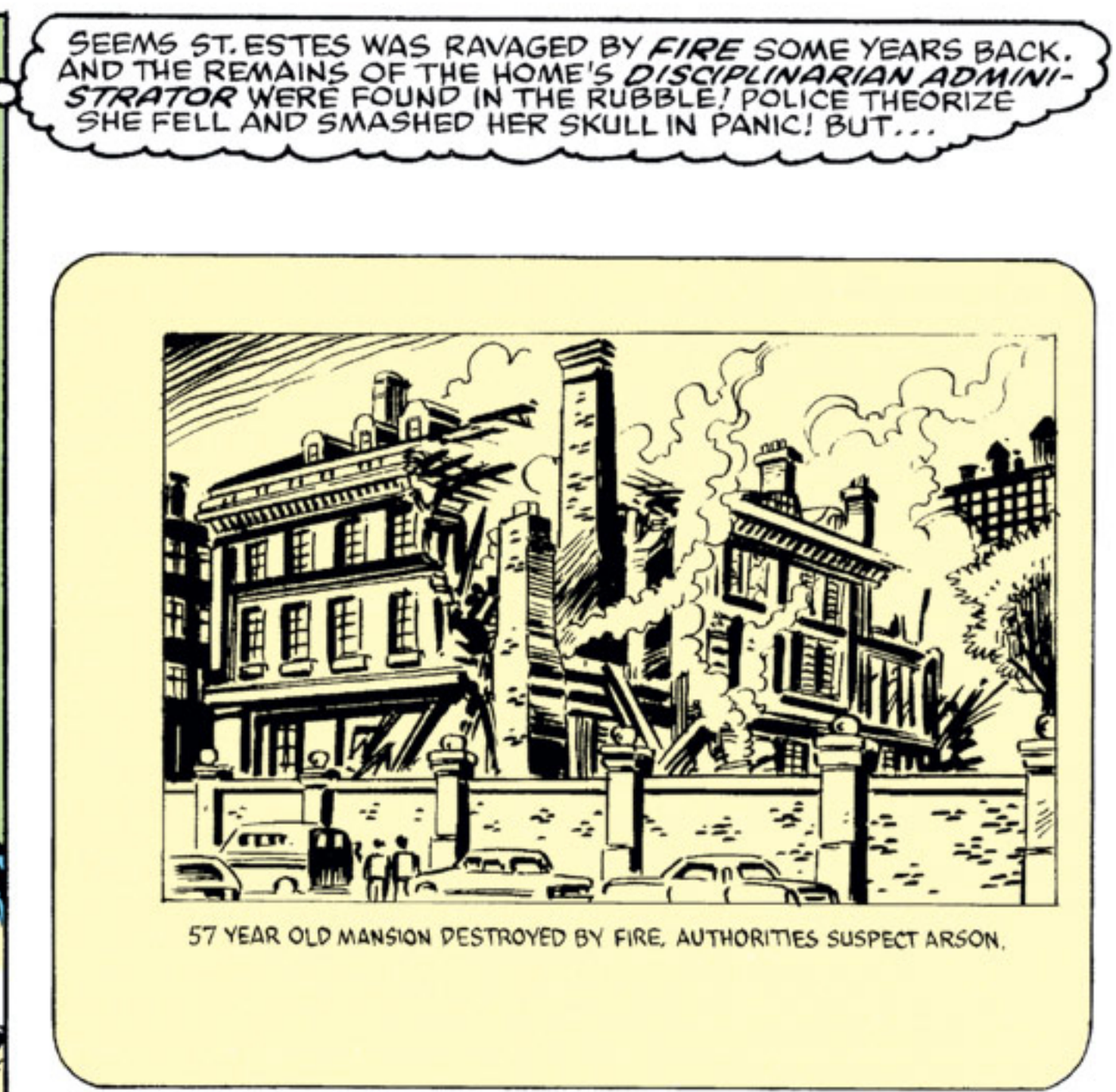

--WHOA! BACK UP! EDDIE'S CELLMATE WAS AN UNREPENTANT MASS MURDERER?
CLETUS KASADY


I BELIEVE THIS CALLS FOR A RESOUNDING, "BINGO!"
WHAT ELSE IS IN HERE?

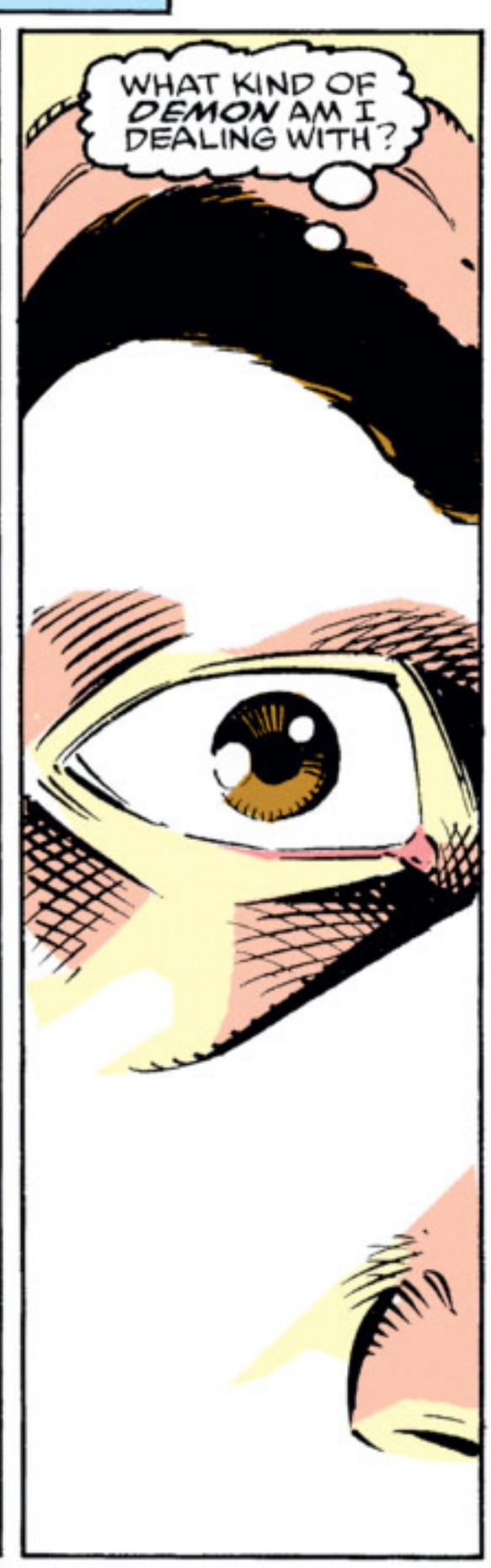
HEY, I REMEMBER HEARING ABOUT THIS! WHEN KASADY ESCAPED A COUPLE OF WEEKS AGO, A GUARD WAS SOMEHOW PULLED THROUGH THE CELL BARS!

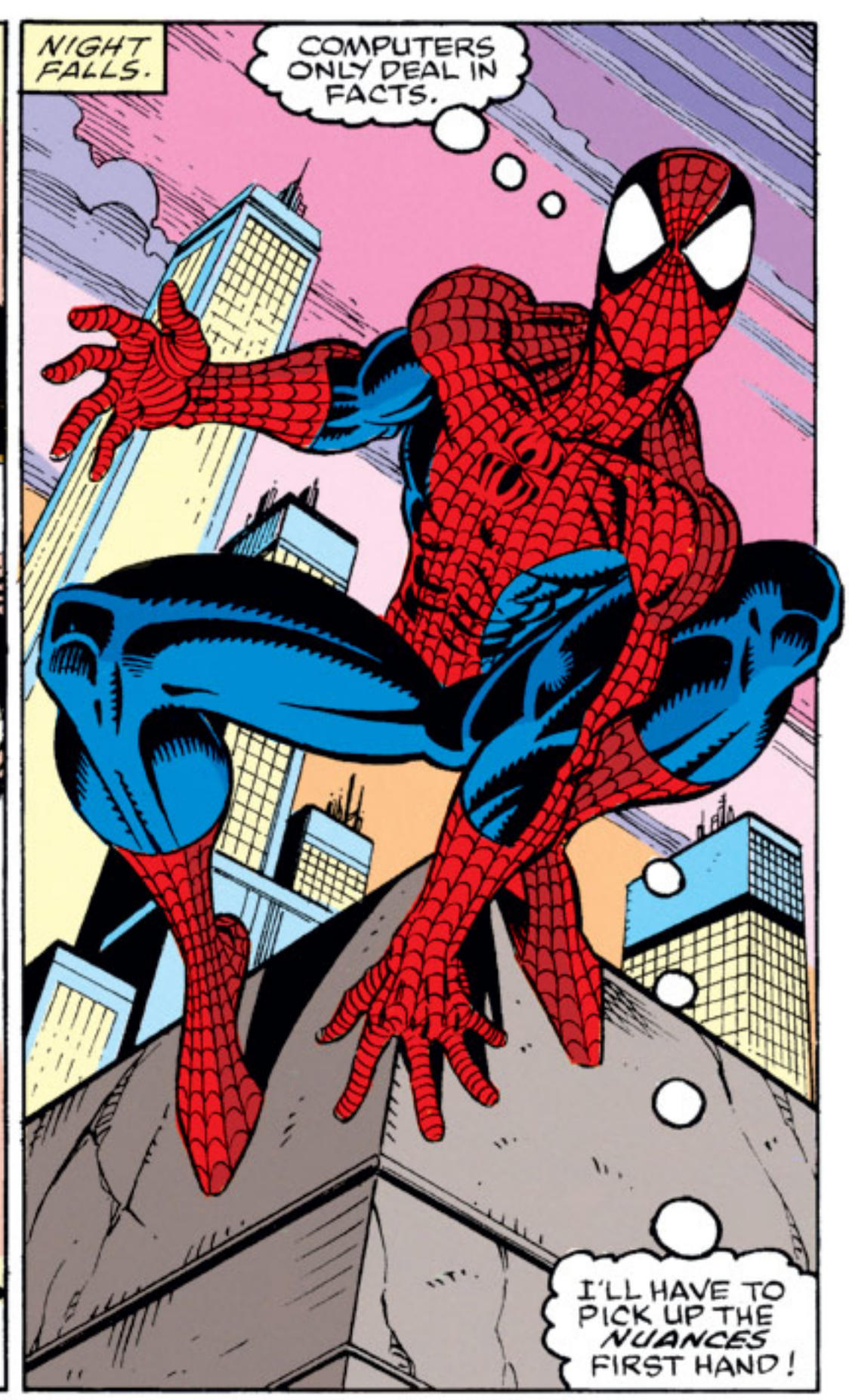

NICE GUY. CONVICTED FOR ELEVEN MURDERS, HE BRAGGED ABOUT A DOZEN MORE! SAID HIS WAS THE WAY OF THE FUTURE!
PHOTO BY KATZENBERG
CLETUS KASADY
KASADY CONVICTED! KILLER GIVEN ELEVEN CONSECUTIVE LIFE TERMS!

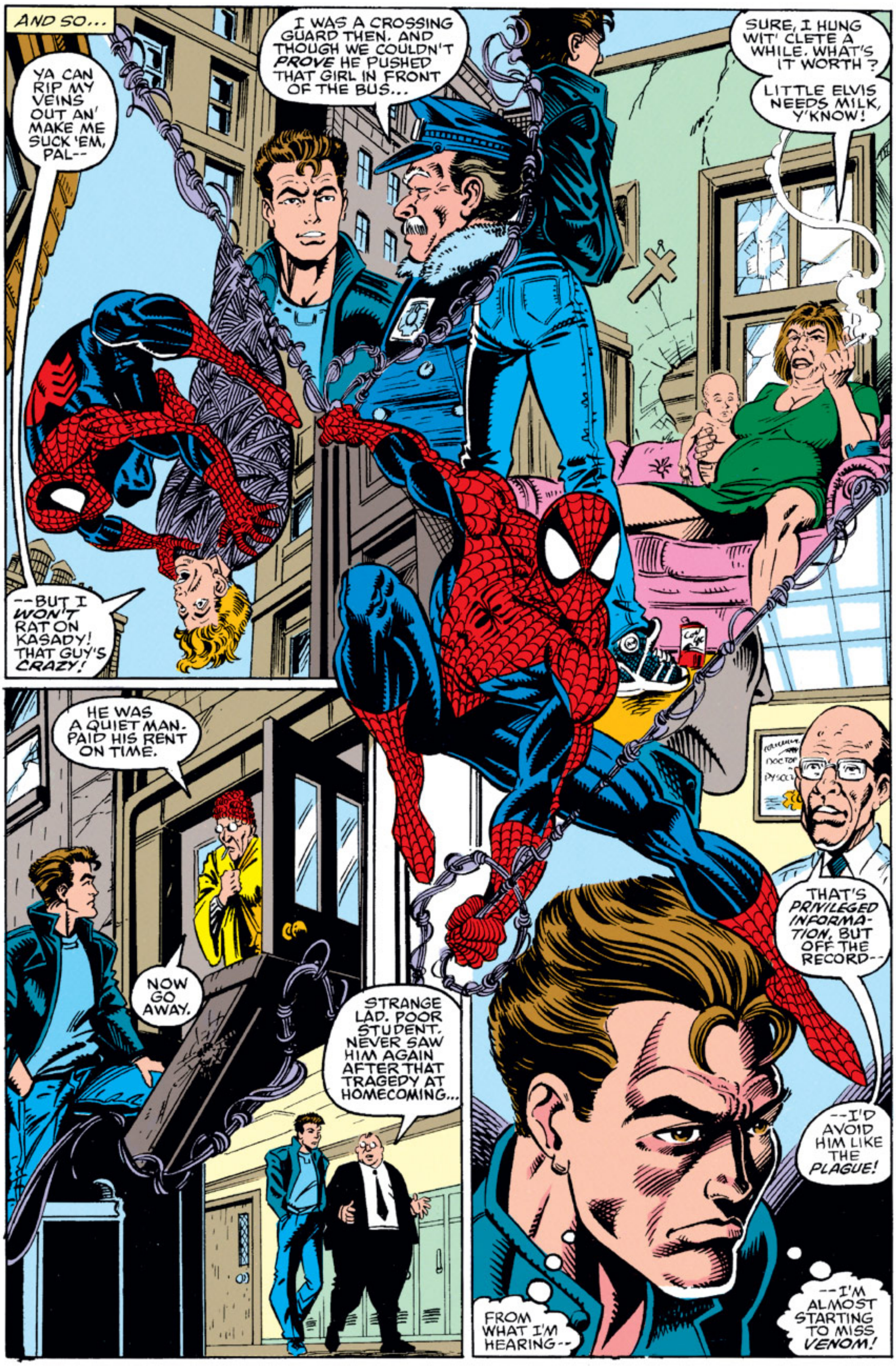

WONDER WHAT "RESEARCH" HAS ON HIS BACKGROUND? HMM, RAISED AS AN ORPHAN AT THE ST. ESTES HOME FOR BOYS IN BROOKLYN. AND HERE'S AN INTERESTING SIDEBAR:

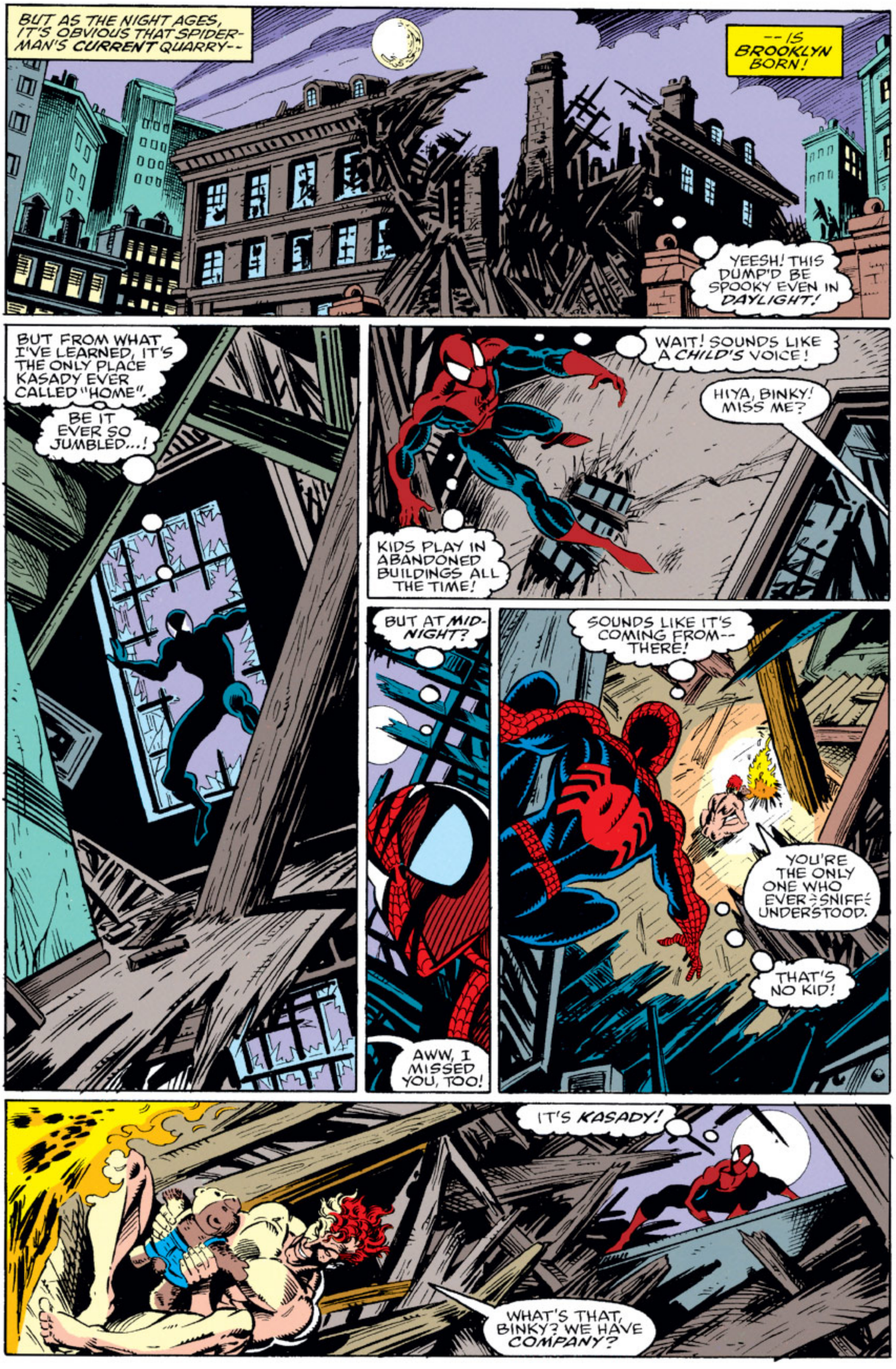

SEEMS ST. ESTES WAS RAVAGED BY FIRE SOME YEARS BACK. AND THE REMAINS OF THE HOME'S DISCIPLINARIAN ADMINISTRATOR WERE FOUND IN THE RUBBLE! POLICE THEORIZE SHE FELL AND SMASHED HER SKULL IN PANIC! BUT...
57 YEAR OLD MANSION DESTROYED BY FIRE. AUTHORITIES SUSPECT ARSON.

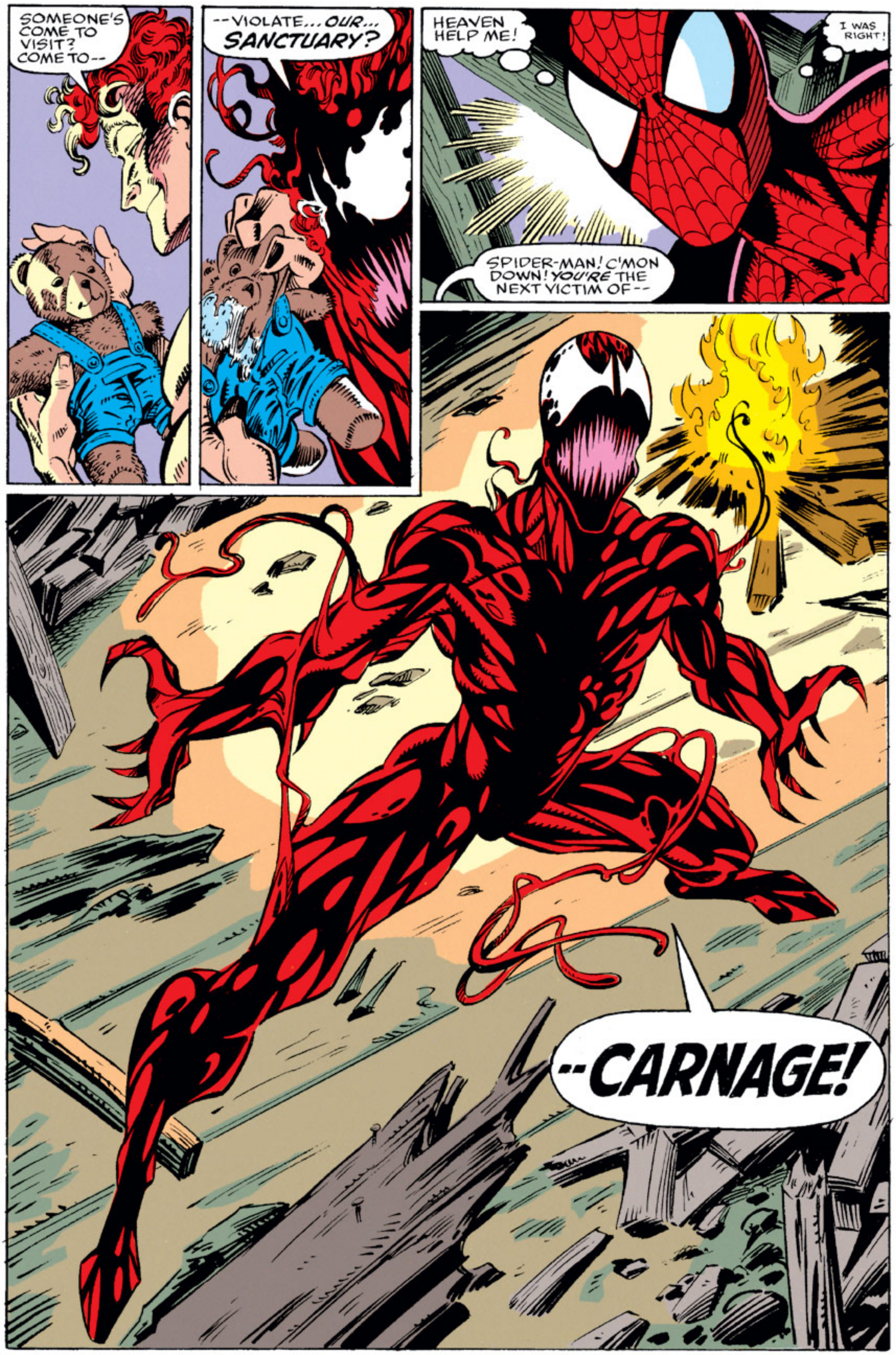
...WHAT IF IT WAS KASADY'S FIRST KILL? THE FIRE SET TO COVER IT UP? MAKES SENSE. BUT, KASADY WAS JUST A KID.

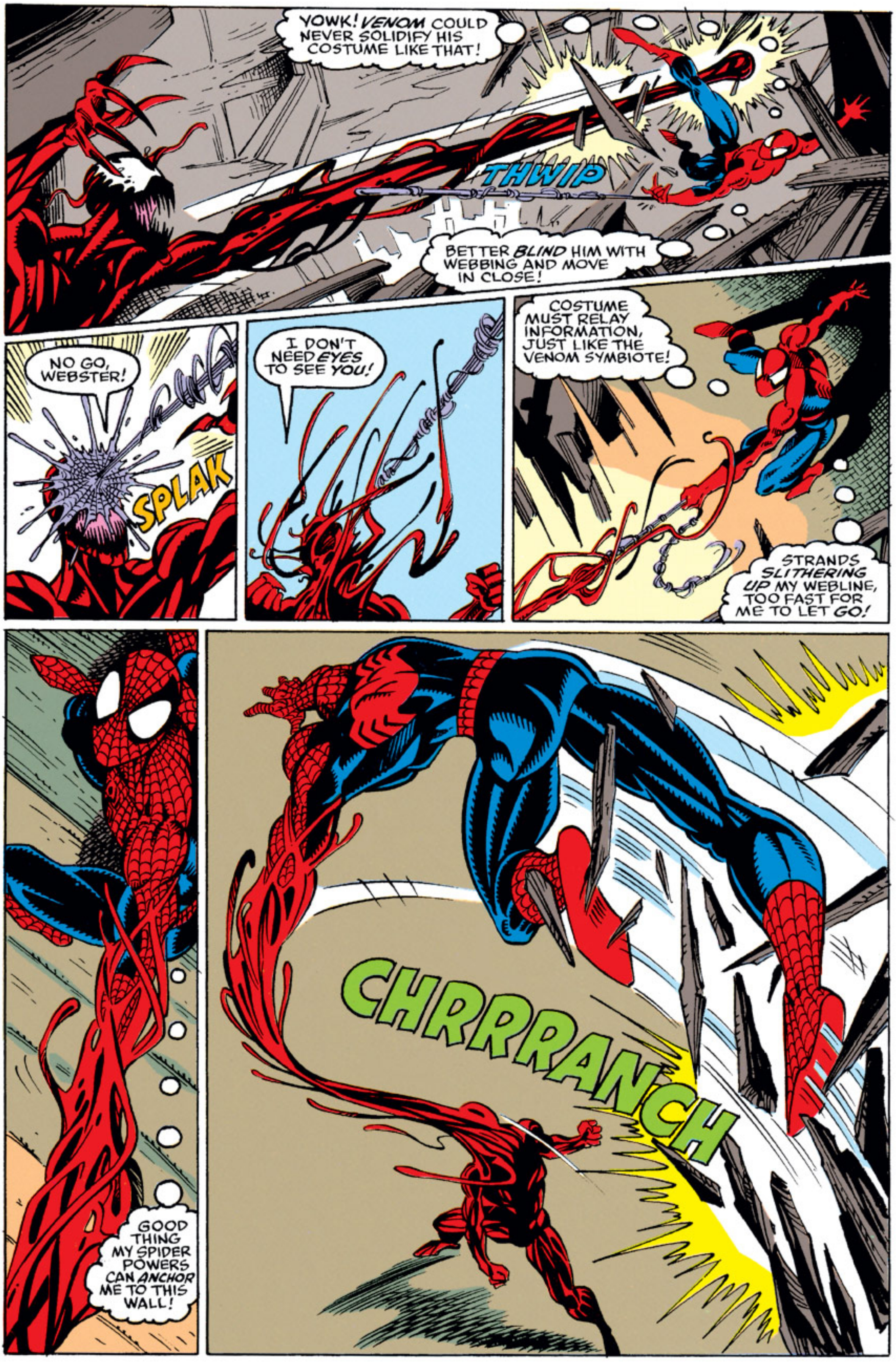

WHAT KIND OF DEMON AM I DEALING WITH?

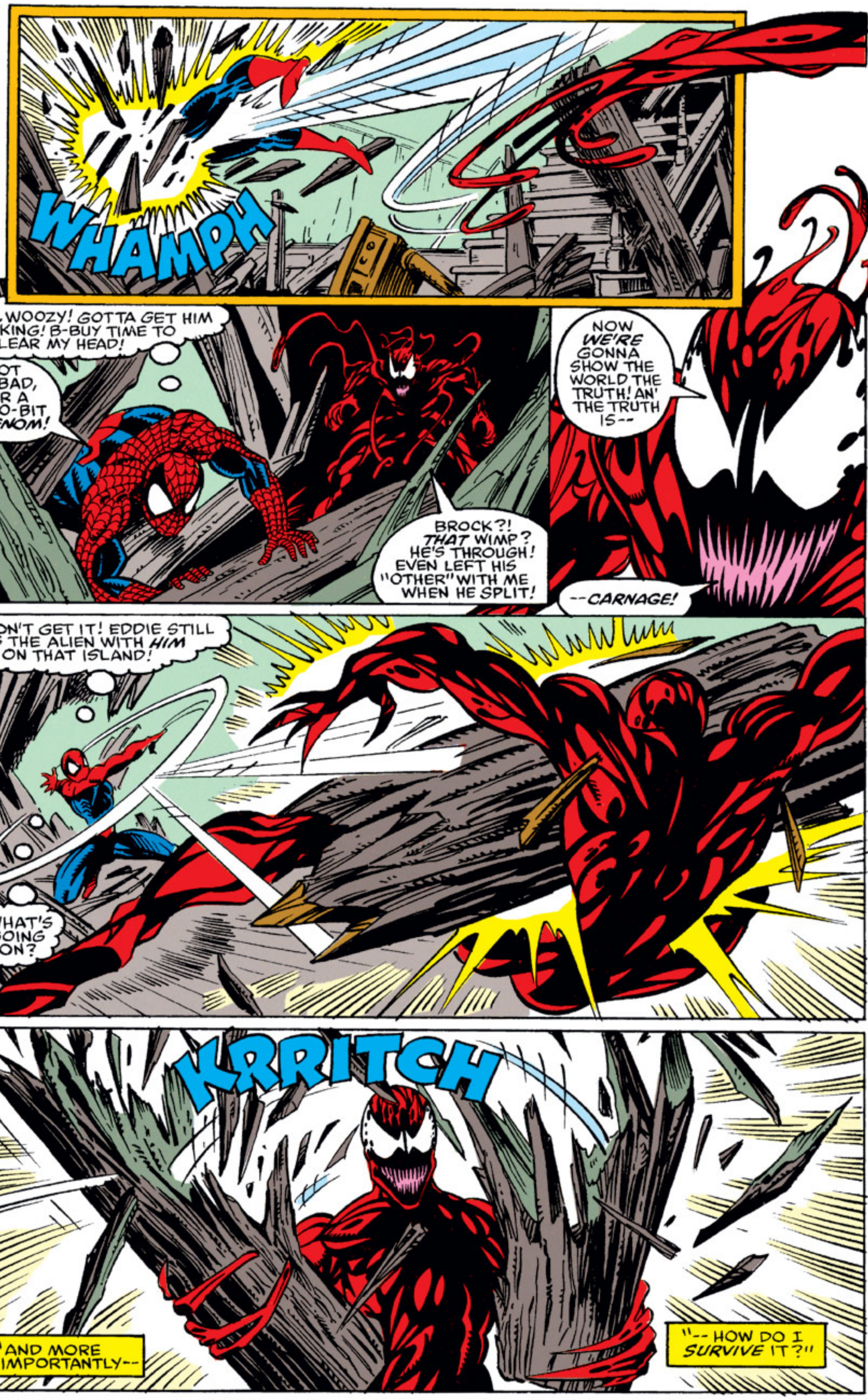

NIGHT FALLS.
COMPUTERS ONLY DEAL IN FACTS.
I'LL HAVE TO PICK UP THE NUANCES FIRST HAND!


AND SO...
YA CAN RIP MY VEINS OUT AN' MAKE ME SUCK 'EM, PAL--
I WAS A CROSSING GUARD THEN. AND THOUGH WE COULDN'T PROVE HE PUSHED THAT GIRL IN FRONT OF THE BUS...
SURE, I HUNG WIT' CLETE A WHILE. WHAT'S IT WORTH?
LITTLE ELVIS NEEDS MILK, Y'KNOW!
--BUT I WON'T RAT ON KASADY! THAT GUY'S CRAZY!
HE WAS A QUIET MAN. PAID HIS RENT ON TIME.
NOW GO AWAY.
STRANGE LAD. POOR STUDENT. NEVER SAW HIM AGAIN AFTER THAT TRAGEDY AT HOMECOMING...
THAT'S PRIVILEGED INFORMATION, BUT OFF THE RECORD--
--I'D AVOID HIM LIKE THE PLAGUE!
FROM WHAT I'M HEARING--
--I'M ALMOST STARTING TO MISS VENOM!

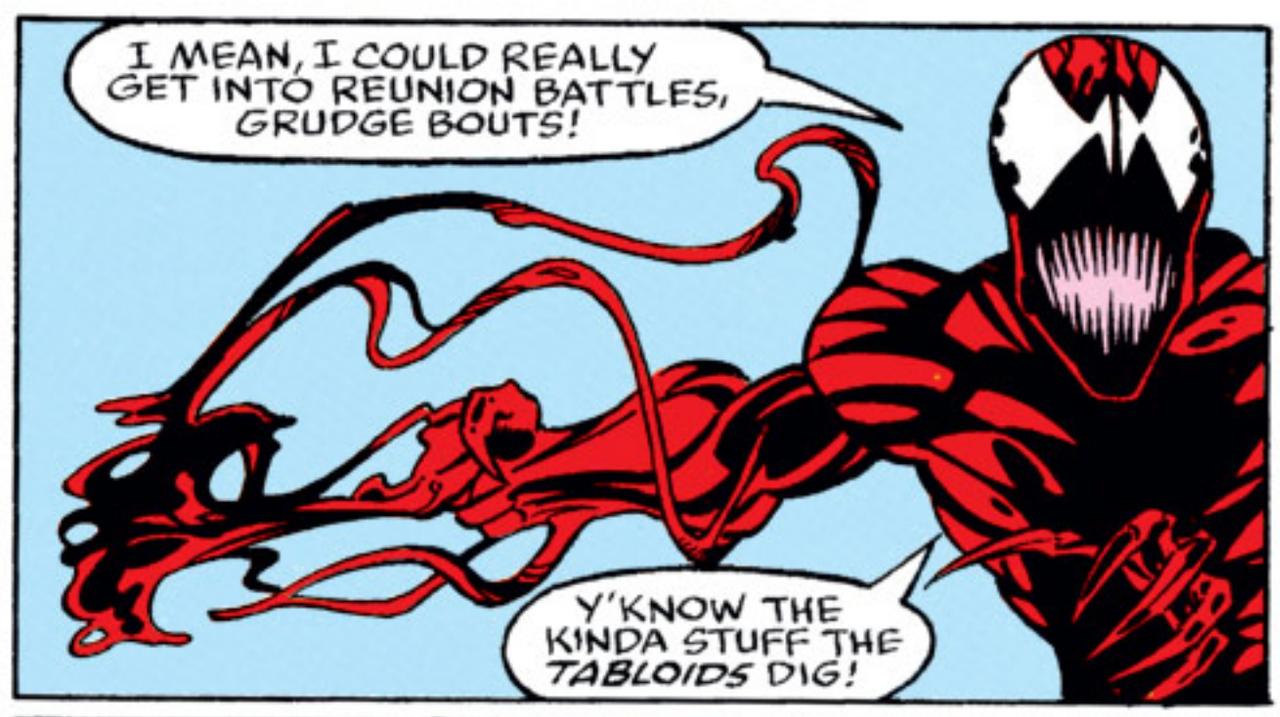

BUT AS THE NIGHT AGES, IT'S OBVIOUS THAT SPIDER-MAN'S CURRENT QUARRY--
--IS BROOKLYN BORN!
YEESH! THIS DUMP'D BE SPOOKY EVEN IN DAYLIGHT!
BUT FROM WHAT I'VE LEARNED, IT'S THE ONLY PLACE KASADY EVER CALLED "HOME".
BE IT EVER SO JUMBLED...!
WAIT! SOUNDS LIKE A CHILD'S VOICE!
HIYA, BINKY! MISS ME?
KIDS PLAY IN ABANDONED BUILDINGS ALL THE TIME!
BUT AT MID-NIGHT?
AWW, I MISSED YOU, TOO!
SOUNDS LIKE IT'S COMING FROM--THERE!
YOU'RE THE ONLY ONE WHO EVER SNIFF UNDERSTOOD.
THAT'S NO KID!
IT'S KASADY!
WHAT'S THAT, BINKY? WE HAVE COMPANY?


SOMEONE'S COME TO VISIT? COME TO--
--VIOLATE... OUR... SANCTUARY?
HEAVEN HELP ME!
I WAS RIGHT!
SPIDER-MAN! C'MON DOWN! YOU'RE THE NEXT VICTIM OF--
--CARNAGE!


YOWK! VENOM COULD NEVER SOLIDIFY HIS COSTUME LIKE THAT!
THWIP
BETTER BLIND HIM WITH WEBBING AND MOVE IN CLOSE!
NO GO, WEBSTER!
SPLAK
I DON'T NEED EYES TO SEE YOU!
COSTUME MUST RELAY INFORMATION, JUST LIKE THE VENOM SYMBIOTE!
STRANDS SLITHERING UP MY WEBLINE, TOO FAST FOR ME TO LET GO!
GOOD THING MY SPIDER POWERS CAN ANCHOR ME TO THIS WALL!
CHRRRANCH

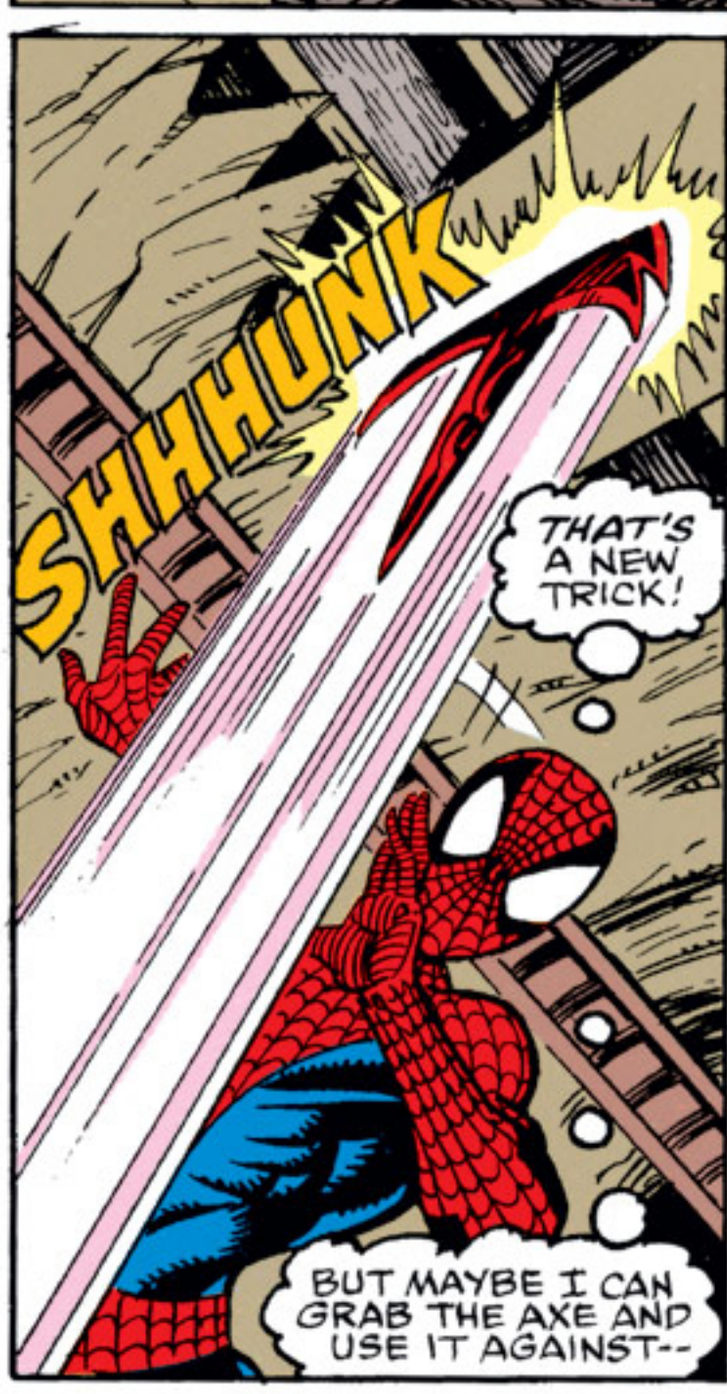

WHAMPH
W...WOOZY! GOTTA GET HIM TALKING! B-BUY TIME TO CLEAR MY HEAD!
NOT B-BAD, FOR A TWO-BIT VENOM!
BROCK?! THAT WIMP? HE'S THROUGH! EVEN LEFT HIS "OTHER" WITH ME WHEN HE SPLIT!
NOW WE'RE GONNA SHOW THE WORLD THE TRUTH! AN' THE TRUTH IS--
--CARNAGE!
I DON'T GET IT! EDDIE STILL HAS THE ALIEN WITH HIM ON THAT ISLAND!
WHAT'S GOING ON?
KRRITCH
"AND MORE IMPORTANTLY--
"-- HOW DO I SURVIVE IT?"

GEE, WEBSTER, I DUNNO WHY EDDIE RAGGED ON YA SO MUCH!
I THINK YOU'RE KINDA FUN!

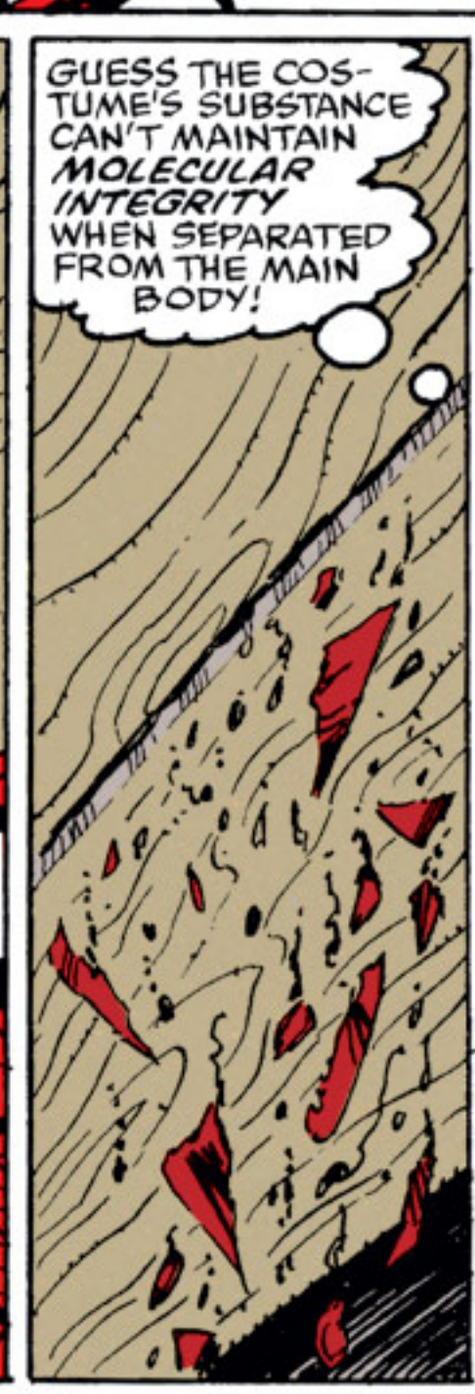

I MEAN, I COULD REALLY GET INTO REUNION BATTLES, GRUDGE BOUTS!
Y'KNOW THE KINDA STUFF THE TABLOIDS DIG!

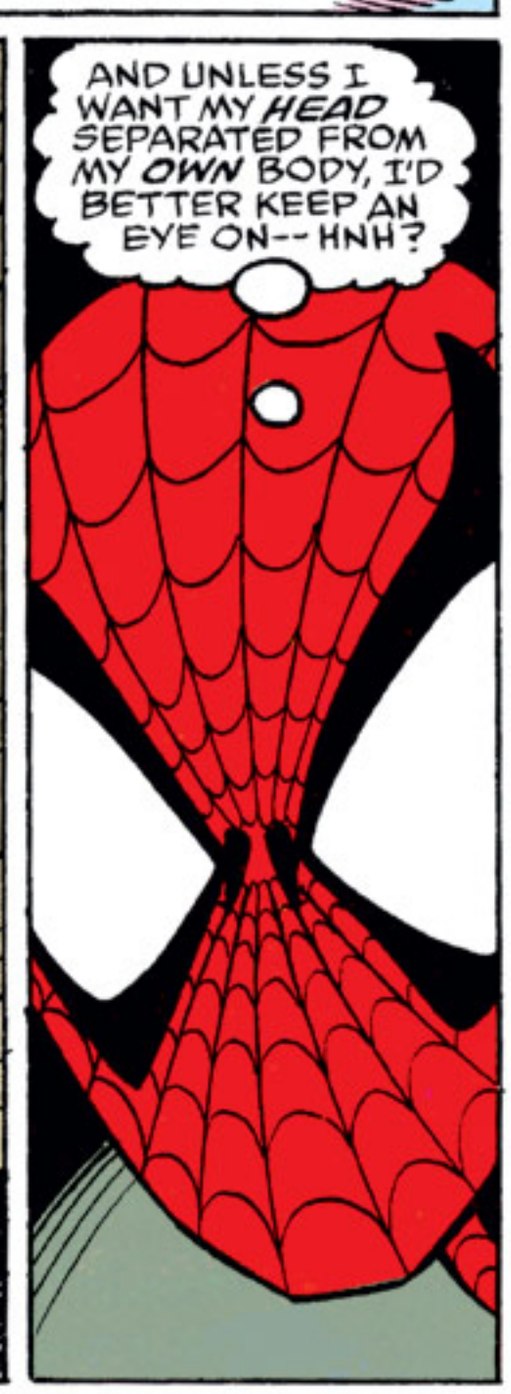
TOO BAD I GOTTA CUT THIS SHORT--

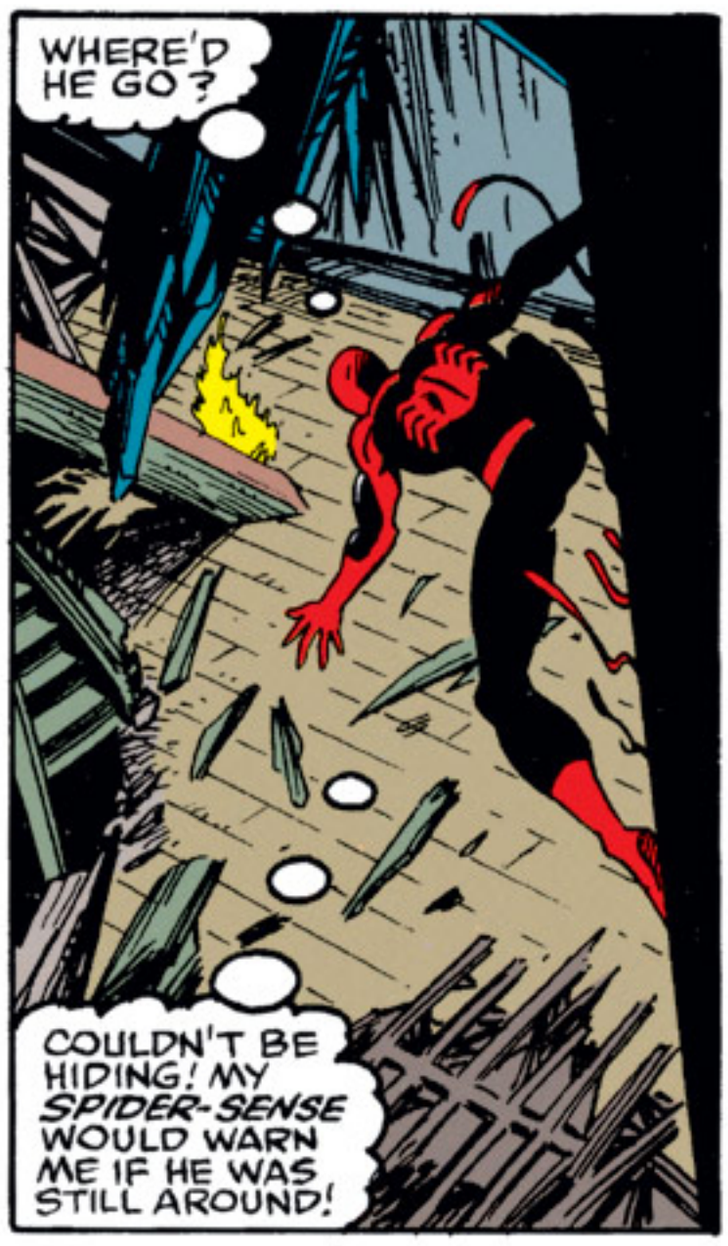
--BY KILLIN' YA NOW!


SHHHUNK
THAT'S A NEW TRICK!
BUT MAYBE I CAN GRAB THE AXE AND USE IT AGAINST--

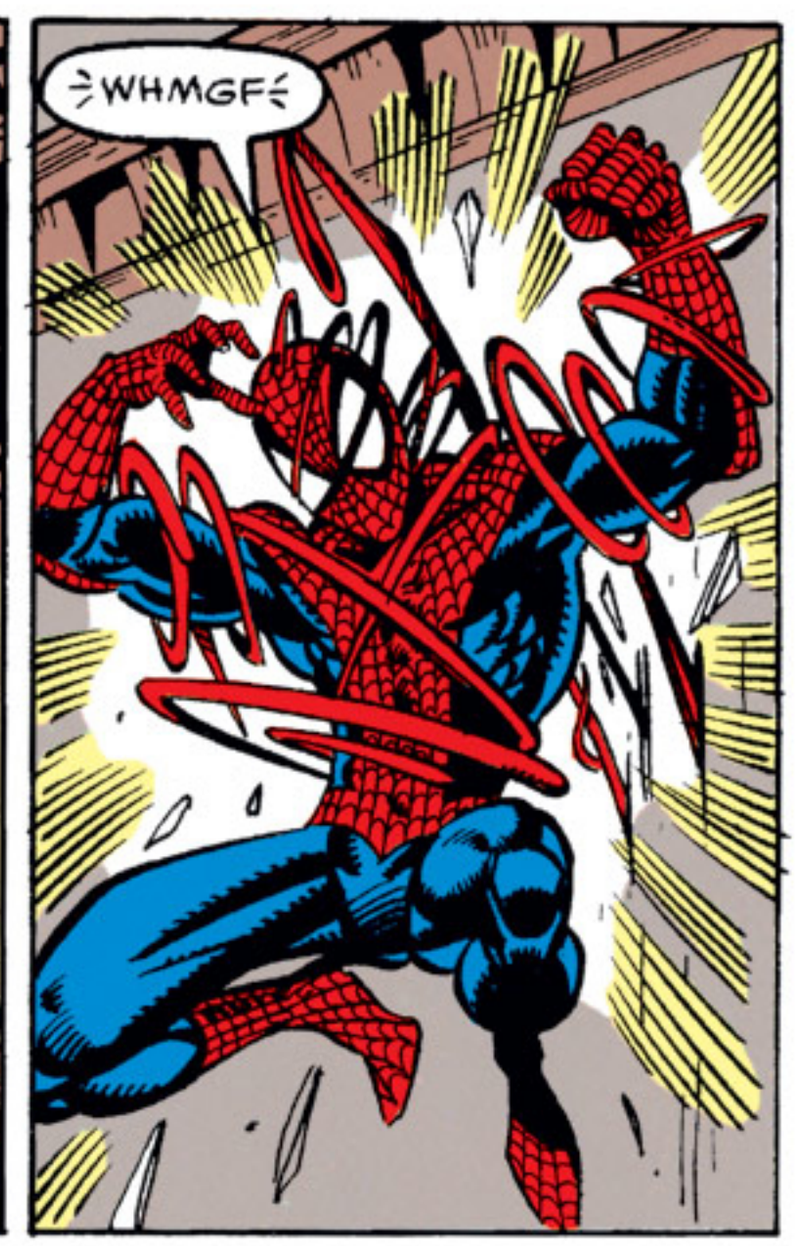
--HIM? TURNING TO DUST!

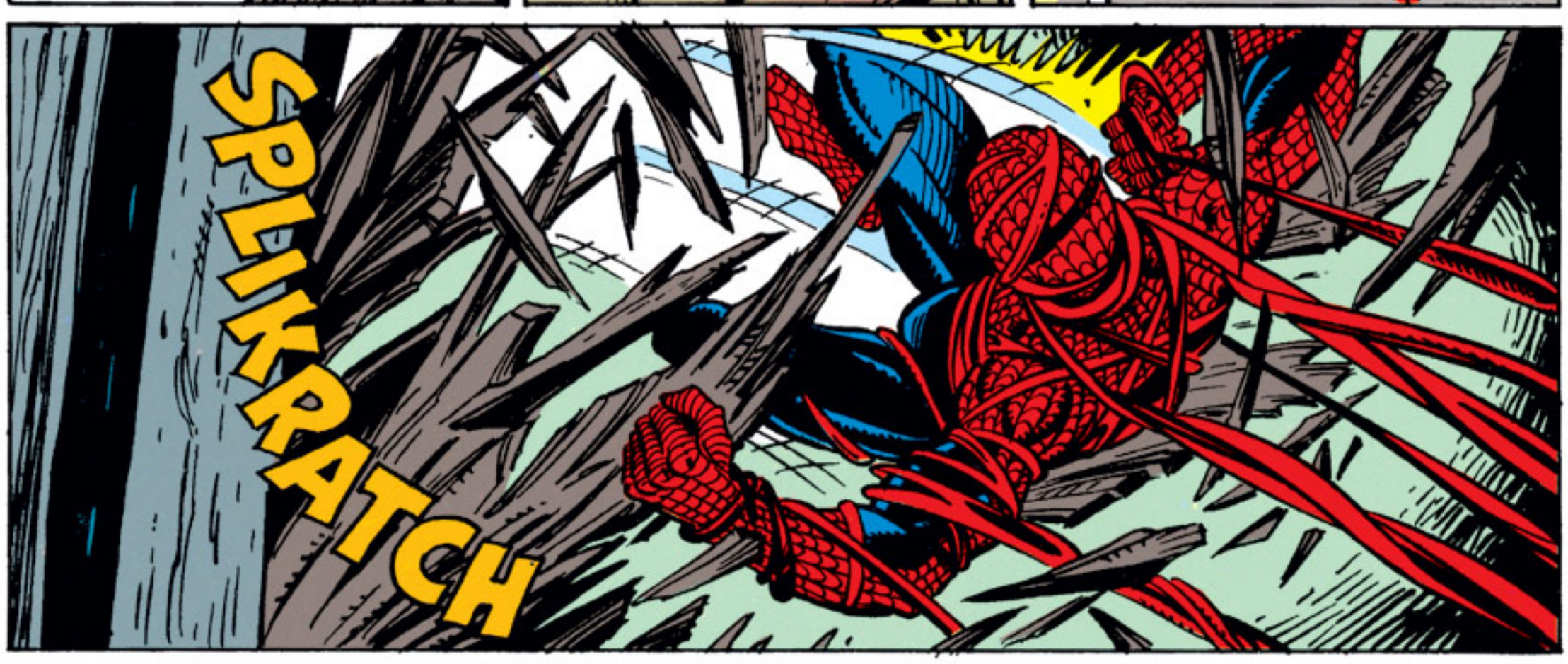

GUESS THE COS-TUME'S SUBSTANCE CAN'T MAINTAIN MOLECULAR INTEGRITY WHEN SEPARATED FROM THE MAIN BODY!


AND UNLESS I WANT MY HEAD SEPARATED FROM MY OWN BODY, I'D BETTER KEEP AN EYE ON-- HNH?


WHERE'D HE GO?
COULDN'T BE HIDING! MY *SPIDER-SENSE* WOULD WARN ME IF HE WAS STILL AROUND!

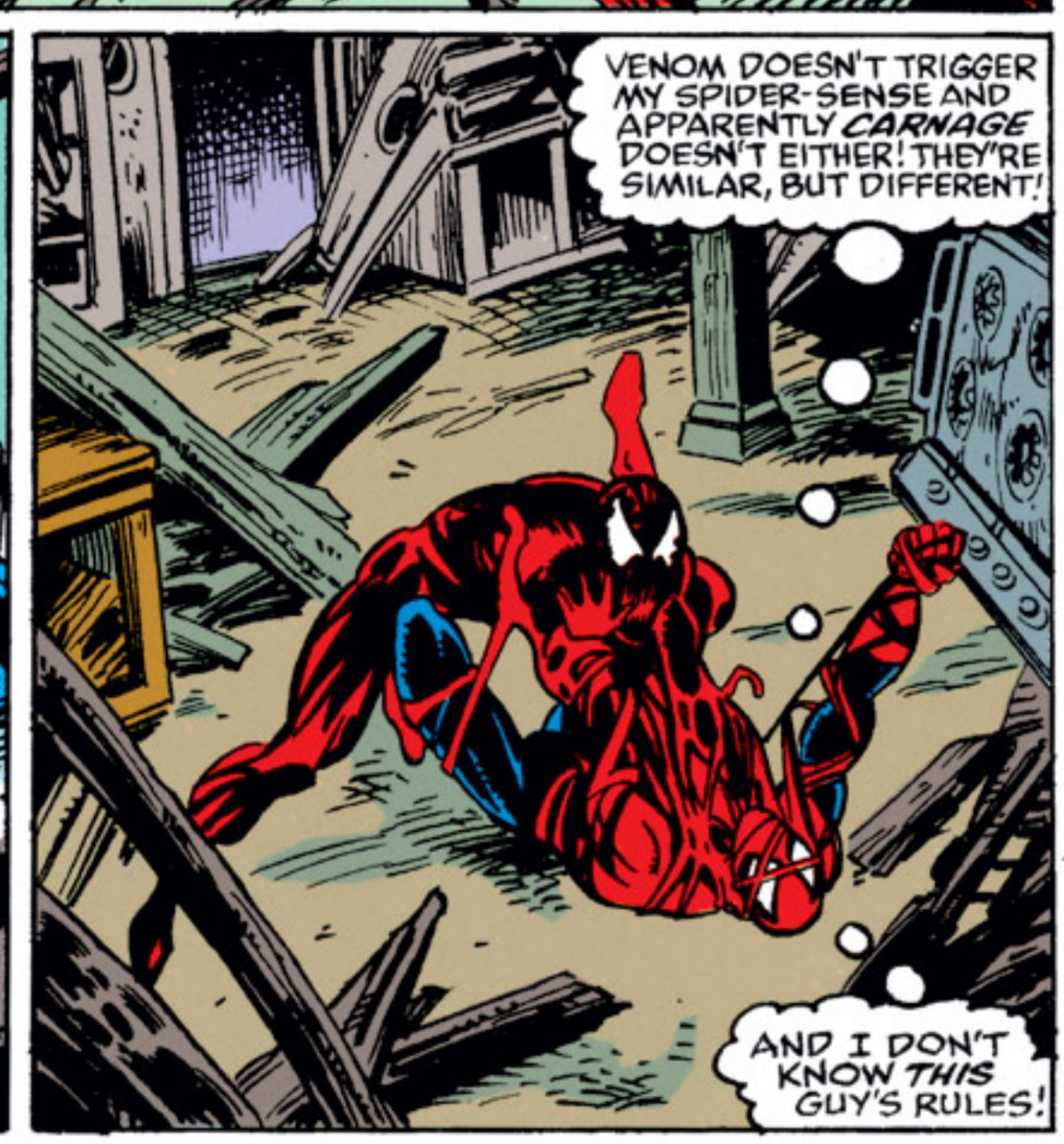
WOULDN'T IT...?


WHMGF

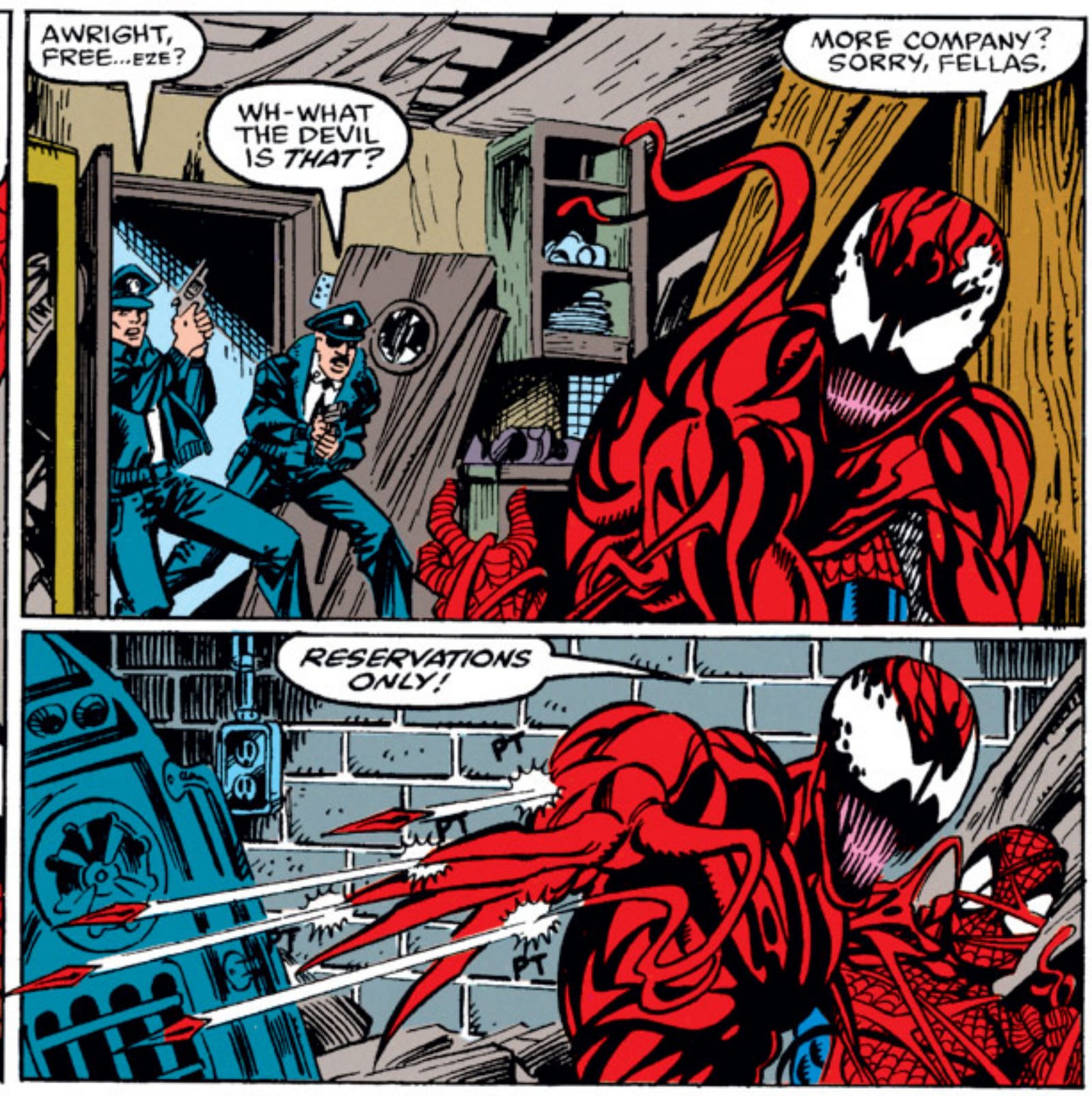

SPLIKRATCH

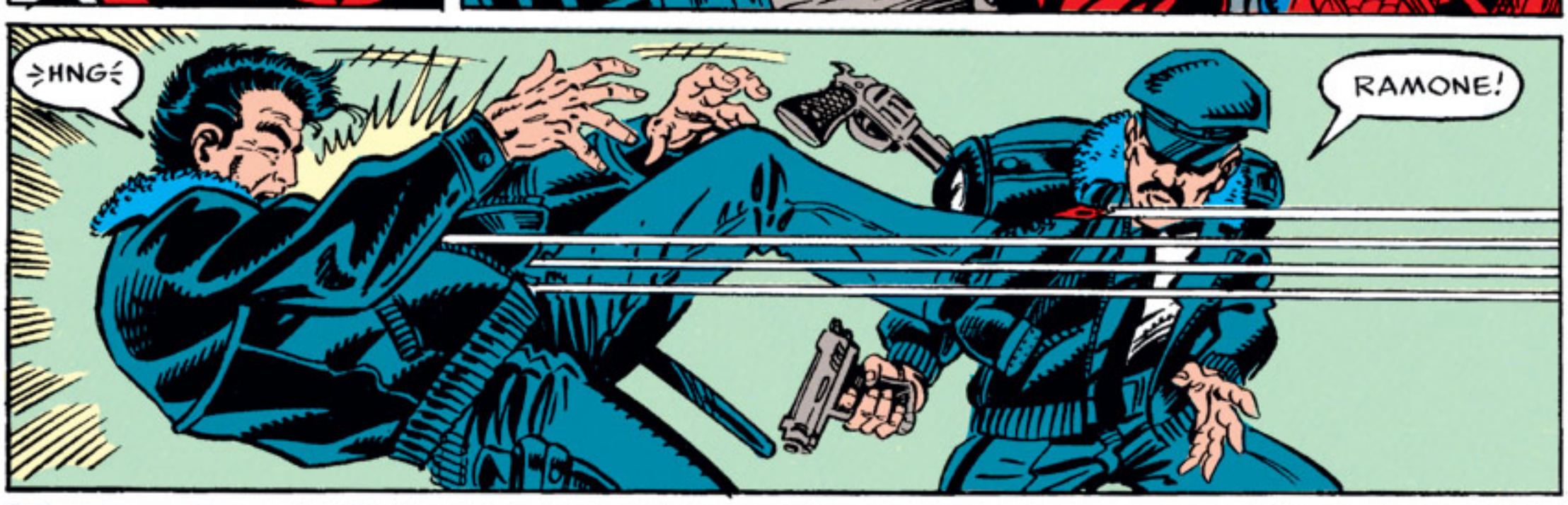
LOST DOGS, U.F.O. SIGHTINGS, *NOISE COMPLAINTS!*
HOW COME THEY ALL HAPPEN ON *MY* SHIFT!

RELAX, RAMONE. IT'S PROB'LY JUST SOME PUNKS PARTYIN'.
NO BIG DEAL.

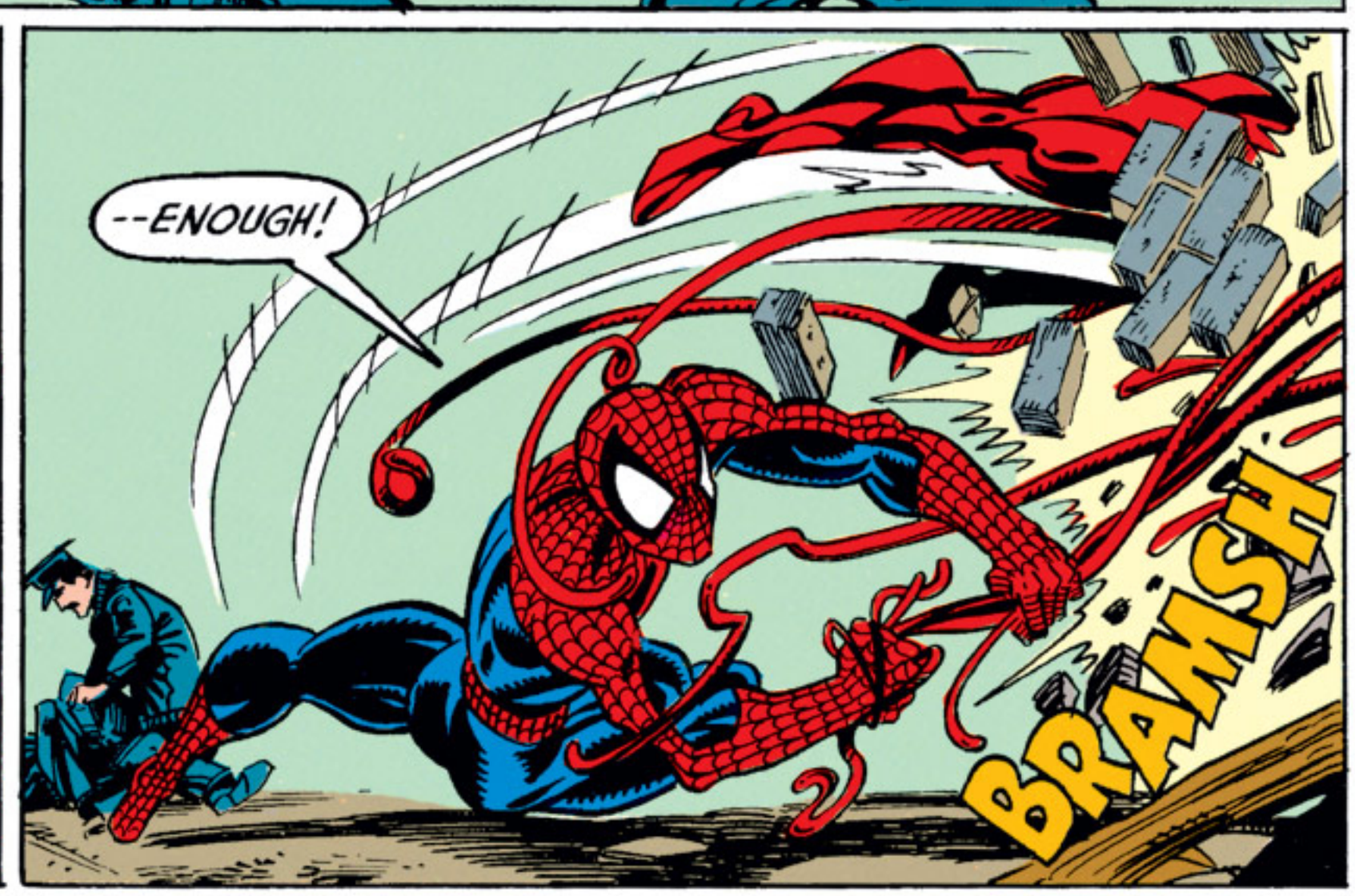

VENOM DOESN'T TRIGGER MY SPIDER-SENSE AND APPARENTLY *CARNAGE* DOESN'T EITHER! THEY'RE SIMILAR, BUT DIFFERENT!
AND I DON'T KNOW *THIS* GUY'S RULES!

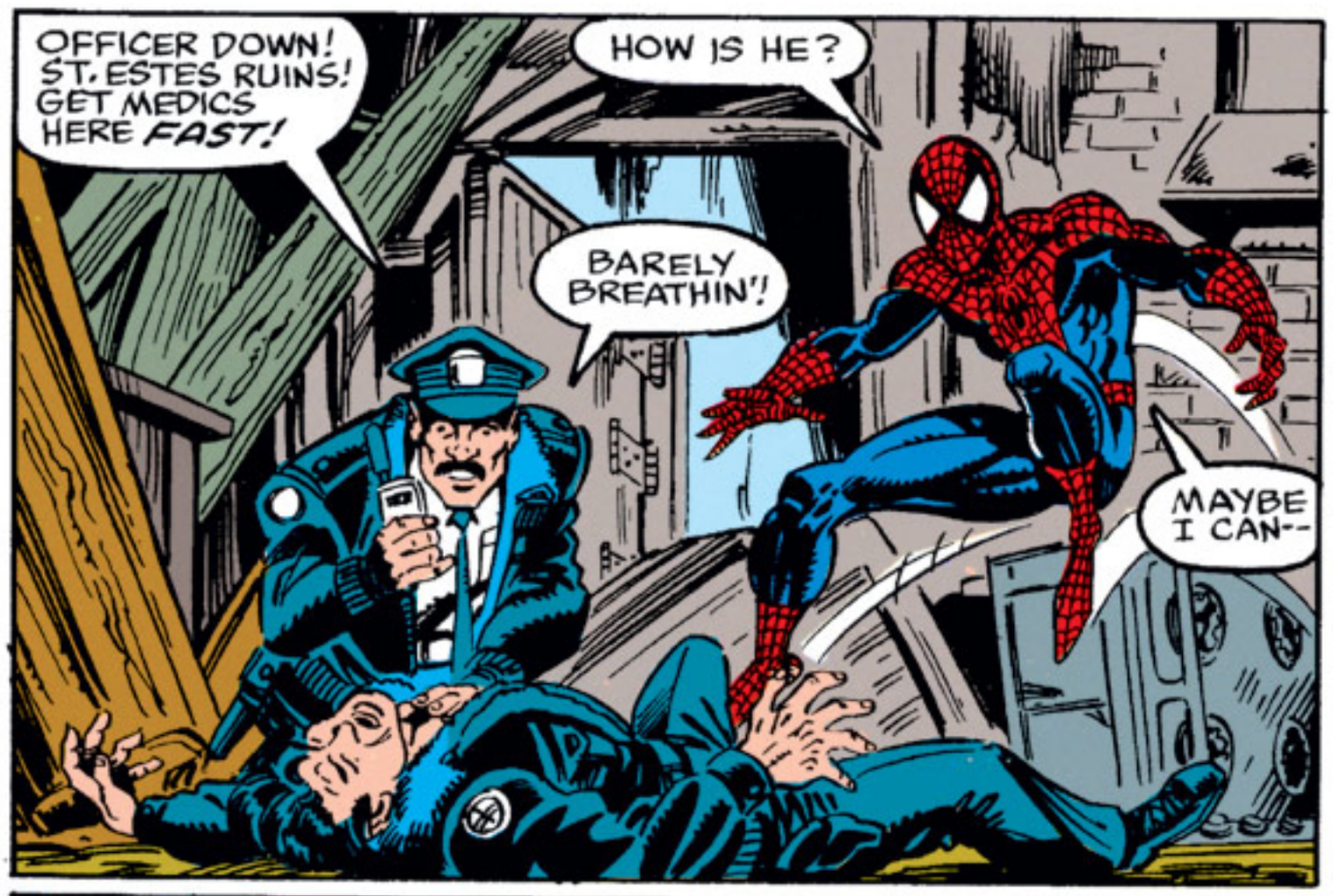
EXCEPT, OBVIOUSLY, HE DOESN'T HAVE THE TWISTED PRETENSE OF *FAIR PLAY* THAT EDDIE HAS!


AWRIGHT, FREE...EZE?
WH-WHAT THE DEVIL IS *THAT*?
MORE COMPANY? SORRY, FELLAS.
RESERVATIONS ONLY!
PT
PT
PT
PT


HNG
RAMONE!

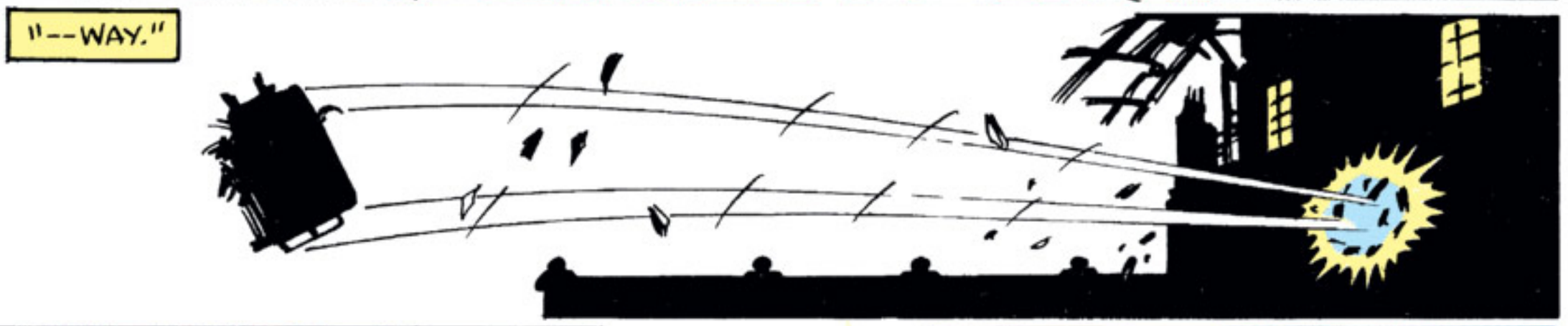
THAT'S--


--ENOUGH!
BRAMSH


OFFICER DOWN! ST. ESTES RUINS! GET MEDICS HERE FAST!
HOW IS HE?
BARELY BREATHIN'!
MAYBE I CAN--

--HUH? SPIDER-SENSE! CARNAGE TRYING TO NAIL US BOTH WITH A HURLED OBJECT! HAVE TO PUSH THAT COP OUT OF THE--

TOKK

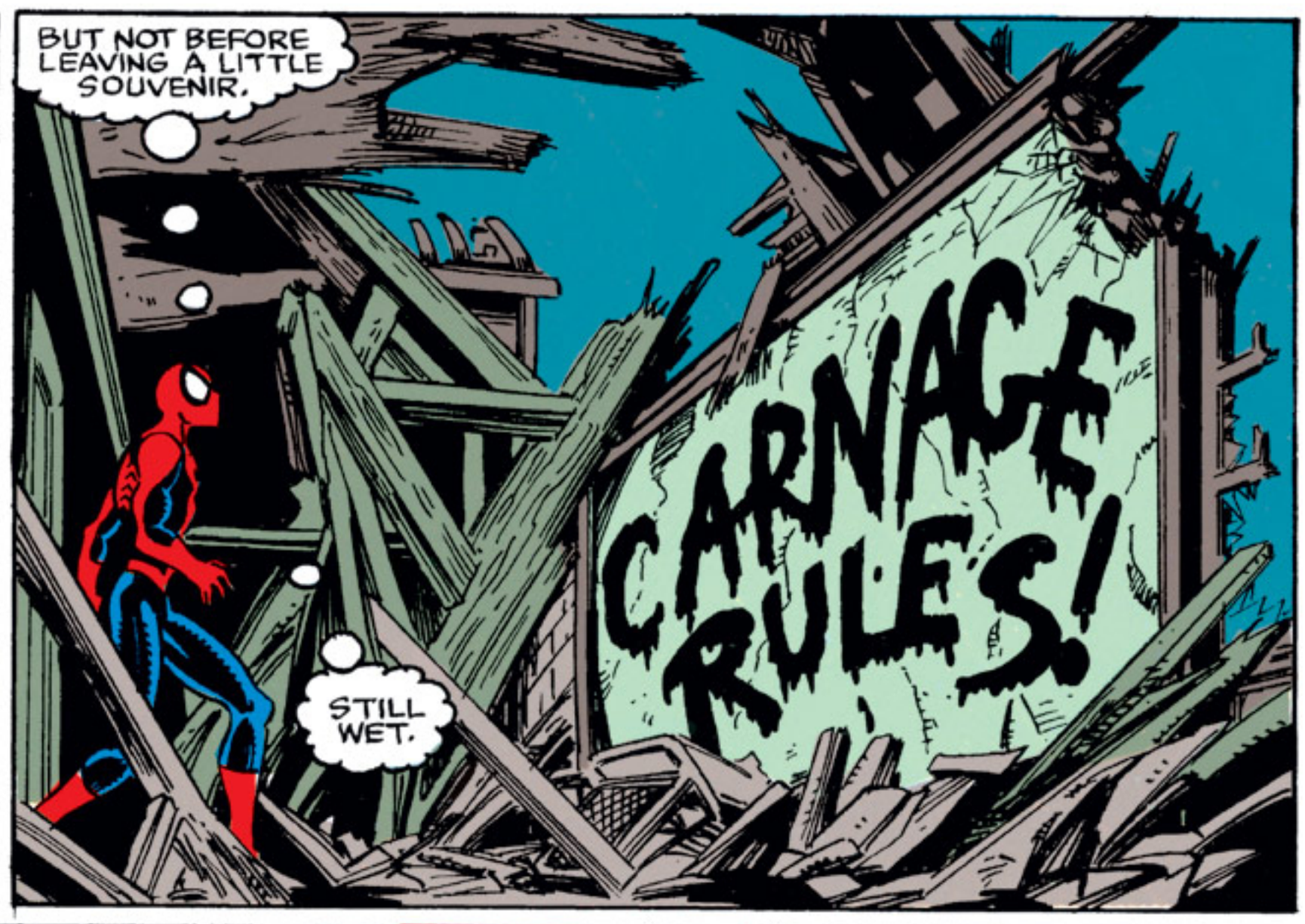

"--WAY."

YOU OKAY, WEBSLINGER?
NO.

BUT I'M A LOT BETTER THAN CARNAGE IS GONNA BE!

HOWEVER, SOME-TIME LATER...
LOWER LEVELS CLEAR! I SEARCHED EVERY NOOK AND CRATER!

EVEN WITHOUT MY SPIDER-SENSE, I WOULD'VE RUN ACROSS HIM BY NOW. OR VICE VERSA.
THE SUCKER GOT AWAY!

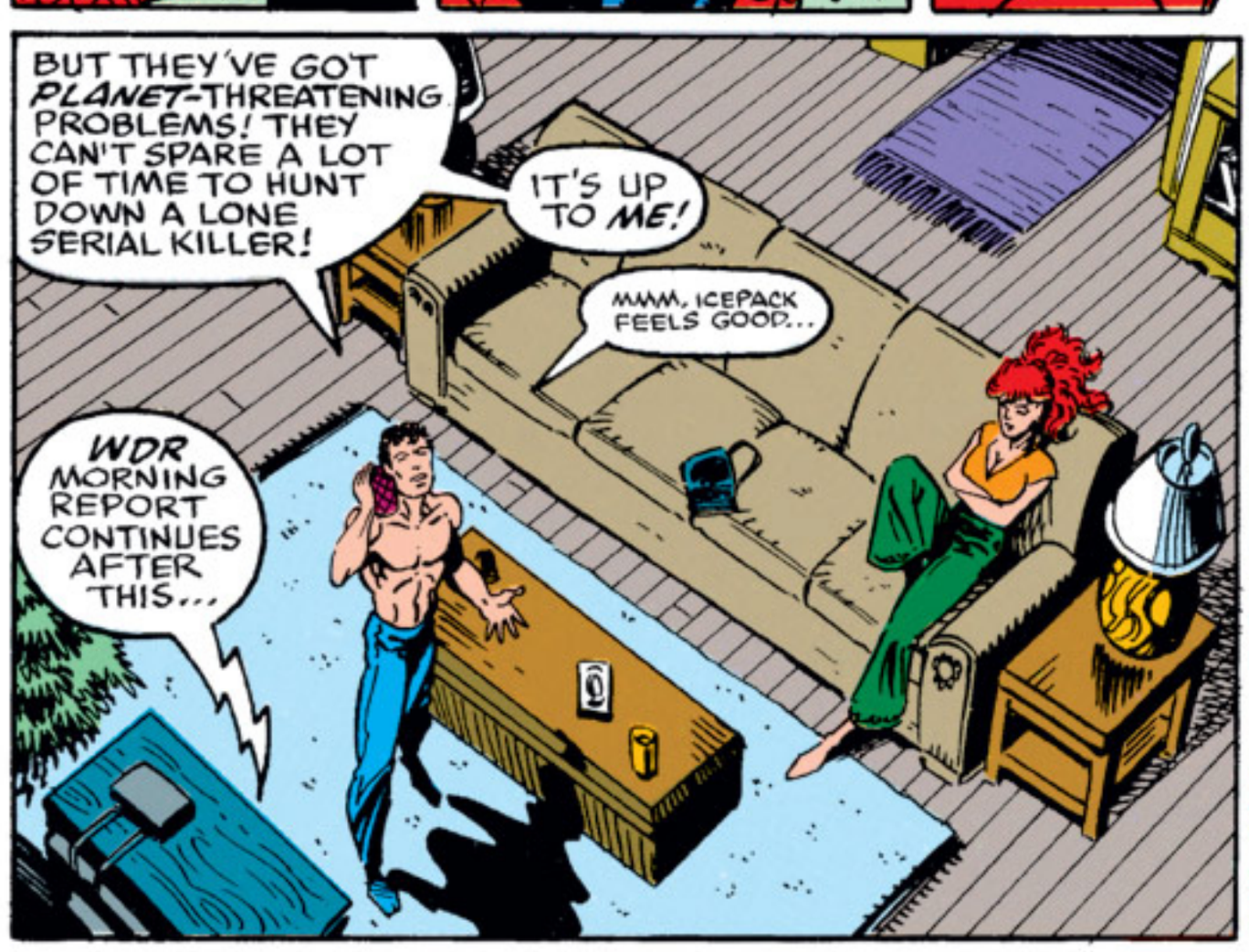

BUT NOT BEFORE LEAVING A LITTLE SOUVENIR.
STILL WET.
CARNAGE RULES!

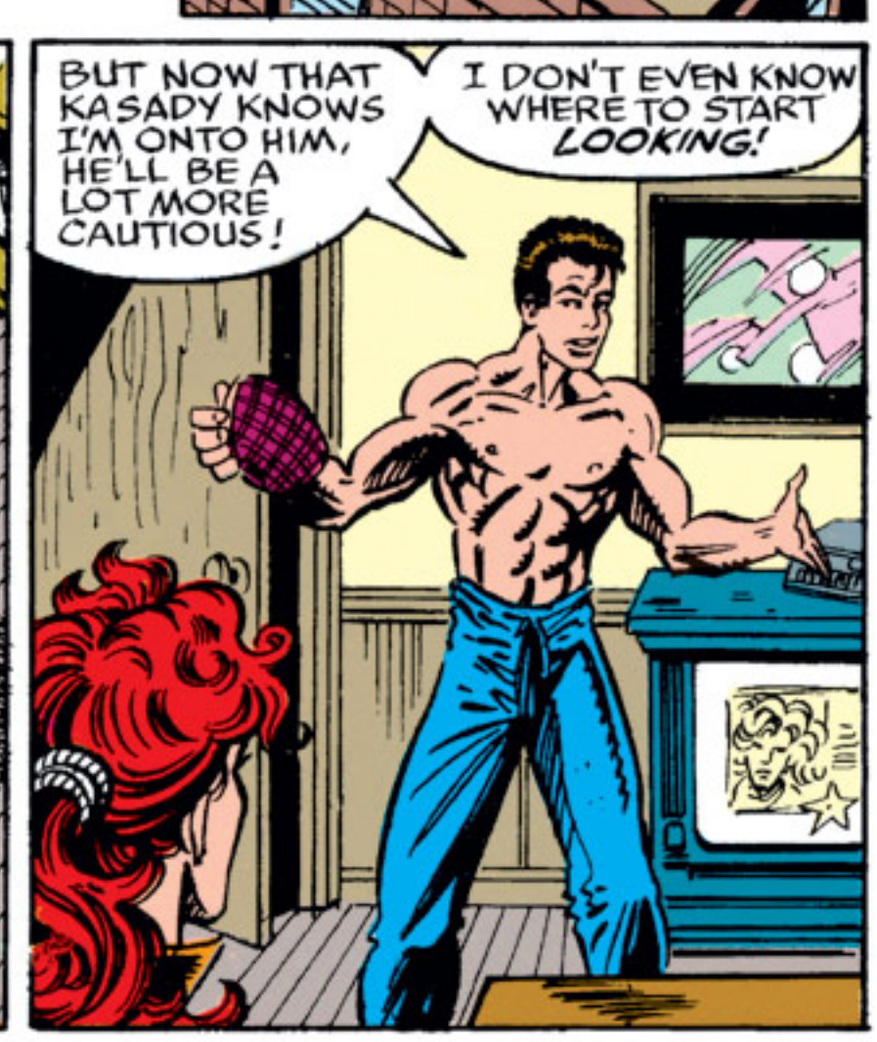
LOOKS LIKE BLOOD. BUT, HE NEVER GOT NEAR THAT WOUNDED COP.

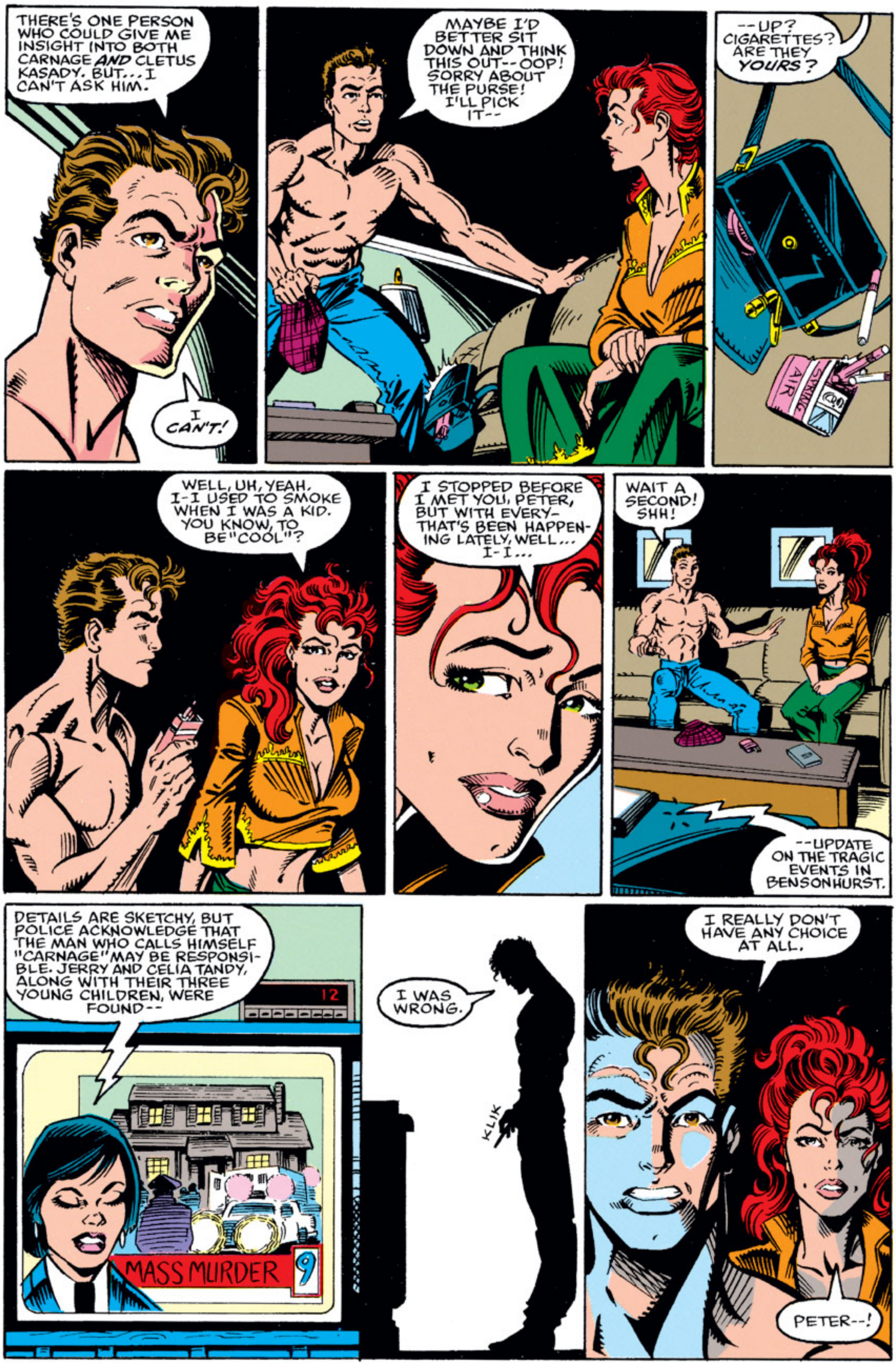
WHICH MEANS HE MUST'VE USED HIS OWN BLOOD!

I AM UP AGAINST ONE... SICK... PUPPY.

MORNING: SLEEPLESS HOURS AFTER, IN A MODEST SOHO LOFT...
I DID TELL THE AVENGERS, MJ! AND THE FF, AND ANYONE ELSE WHO'D LISTEN!

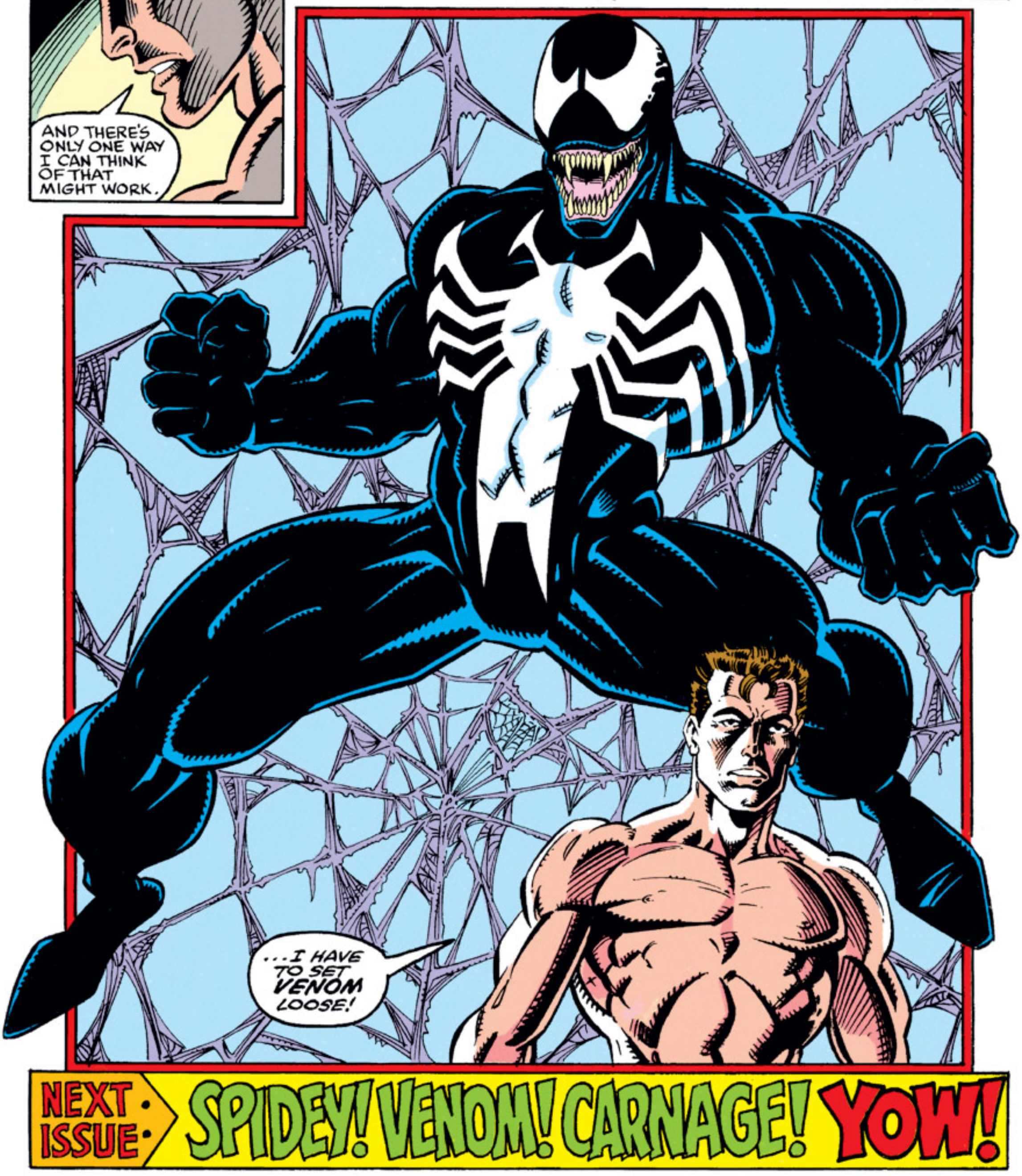

BUT THEY'VE GOT PLANET-THREATENING PROBLEMS! THEY CAN'T SPARE A LOT OF TIME TO HUNT DOWN A LONE SERIAL KILLER!
IT'S UP TO ME!
MMM, ICEPACK FEELS GOOD...
WDR MORNING REPORT CONTINUES AFTER THIS...


BUT NOW THAT KASADY KNOWS I'M ONTO HIM, HE'LL BE A LOT MORE CAUTIOUS!
I DON'T EVEN KNOW WHERE TO START LOOKING!


THERE'S ONE PERSON WHO COULD GIVE ME INSIGHT INTO BOTH CARNAGE AND CLETUS KASADY. BUT... I CAN'T ASK HIM.
I CAN'T!
MAYBE I'D BETTER SIT DOWN AND THINK THIS OUT--OOP! SORRY ABOUT THE PURSE! I'LL PICK IT--
--UP? CIGARETTES? ARE THEY YOURS?
AIR
WELL, UH, YEAH. I-I USED TO SMOKE WHEN I WAS A KID. YOU KNOW, TO BE "COOL"?
I STOPPED BEFORE I MET YOU, PETER, BUT WITH EVERY-THAT'S BEEN HAPPENING LATELY, WELL... I-I...
WAIT A SECOND! SHH!
--UPDATE ON THE TRAGIC EVENTS IN BENSONHURST.
DETAILS ARE SKETCHY, BUT POLICE ACKNOWLEDGE THAT THE MAN WHO CALLS HIMSELF "CARNAGE" MAY BE RESPONSIBLE. JERRY AND CELIA TANDY, ALONG WITH THEIR THREE YOUNG CHILDREN, WERE FOUND--
12
MASS MURDER
9
I WAS WRONG.
KLIK
I REALLY DON'T HAVE ANY CHOICE AT ALL.
PETER--!

CARNAGE HAS TO BE STOPPED, BEFORE THE BODY COUNT BECOMES ASTRONOMICAL!
AND THERE'S ONLY ONE WAY I CAN THINK OF THAT MIGHT WORK.

PETER, PLEASE! DON'T SAY IT!
I'M SORRY, MJ. I KNOW WHAT IT MEANS, TO YOU AND TO ME. I KNOW THE RISK.
BUT FOR THE SAKE OF WHOEVER CARNAGE MIGHT KILL TOMORROW, AND THE DAY AFTER... AND FOR THE WEIGHT ON MY OWN SOUL...


...I HAVE TO SET VENOM LOOSE!
NEXT ISSUE:
SPIDEY! VENOM! CARNAGE! YOW!